

# **EXHIBIT A**

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

BH S&B Holdings LLC, et al Official Committee of Unsecured  
Committee

Invoice Number 1216465  
Invoice Date 10/05/09  
Client Number 031102

Category	Hours	Total
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FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2009		
00000 General	.00	1,577.83
00002 Case Management and Operating Reports	2.40	1,068.00
00006 Claims Administration and Objections	24.90	11,565.00
00007 Miscellaneous Motions and Objections	23.50	12,284.50
00008 Committee and Debtor Communications, Conference	28.00	14,748.00
00009 Adversary Proceedings	25.40	10,333.50
00012 Cash Collateral and DIP Financing	4.00	1,520.00
00017 Investigation of Secured Creditor, Equipment Les	140.20	67,441.15
00019 Chapter 5 Litigation, Collection and Investigati	22.30	12,125.00
00022 Fee Applications	3.70	1,485.50
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Totals	274.40	134,148.48

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

FOR CHARGES:

08/10/09	POSTAGE User produced \$35.30 in postage on 08/10/2009 at 16:15 hrs	35.30
08/17/09	POSTAGE User produced \$44.00 in postage on 08/17/2009 at 13:12 hrs	44.00
<b>TOTAL FOR: POSTAGE</b>		<b>79.30</b>
07/16/09	PHONE CHARGES	17.56
<b>TOTAL FOR: PHONE CHARGES</b>		<b>17.56</b>
08/13/09	DUPLICATING SUMMARY User copied 1251 on 08/13/2009 at 14:30 hrs	250.20
08/13/09	DUPLICATING SUMMARY User Allan Collins copied 43 on 08/13/2009 at 16:16 hrs	8.60
08/07/09	DUPLICATING SUMMARY User Charlene McCullers copied 103 on 08/07/2009 at 16:54 hrs	20.60
<b>TOTAL FOR: DUPLICATING SUMMARY</b>		<b>279.40</b>
08/14/09	OVERTIME EXPENSE (SECRETARY)	45.00
08/14/09	OVERTIME EXPENSE (SECRETARY)	150.00
<b>TOTAL FOR: OVERTIME EXPENSE (SECRETARY)</b>		<b>195.00</b>
08/28/09	OTHER DATABASE SEARCH-PACER 07-31-2009	3.12
08/28/09	OTHER DATABASE SEARCH-PACER 07-31-2009	16.12
<b>TOTAL FOR: OTHER DATABASE SEARCH</b>		<b>19.24</b>
07/27/09	WESTLAW User: CONSTANTINO,NOVA	48.77
07/27/09	WESTLAW User: CONSTANTINO,NOVA	16.25
07/27/09	WESTLAW User: CONSTANTINO,NOVA	13.01
07/27/09	WESTLAW User: CONSTANTINO,NOVA	32.51
07/29/09	WESTLAW User: KOZLOWSKI,DAVID	17.88
07/29/09	WESTLAW User: KOZLOWSKI,DAVID	19.51
07/29/09	WESTLAW User: KOZLOWSKI,DAVID	680.26
07/30/09	WESTLAW User: KOZLOWSKI,DAVID	29.26
07/30/09	WESTLAW User: KOZLOWSKI,DAVID	24.38
07/30/09	WESTLAW User: KOZLOWSKI,DAVID	39.67
<b>TOTAL FOR: WESTLAW</b>		<b>921.50</b>
07/28/09	TAXICABS - ROBERT HIRSH	2.00
	0728:TRAIN:HEARING STEVE&BARRY	
08/13/09	TAXICABS - SCHUYLER CARROLL PARKING FOR MEETING	17.00

<b>TOTAL FOR: TAXICABS</b>		<b>19.00</b>
08/14/09	MEALS - SEAMLESS WEB PROFESSIONAL	16.50
08/14/09	MEALS - SEAMLESS WEB PROFESSIONAL	14.88
08/25/09	MEALS - SEAMLESS WEB PROFESSIONAL	15.45

<b>TOTAL FOR: MEALS</b>	<b>46.83</b>
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CURRENT CHARGES	----- 1,577.83
SUBTOTAL FOR THIS MATTER	\$1,577.83

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/07/09	DJ KOZLOWSKI	Review of docket and begin review of recently filed documents.	.2	76.00
08/11/09	HM VOGEL	Multiple correspondence with debtor's counsel, Jeffrey Vanacore and Rob Hirsh re status conference with respect to conversion motion, adjourning hearing with respect to account motion and strategy moving forward.	.4	200.00
08/19/09	DJ KOZLOWSKI	Review of order granting extension of deadline for debtors to remove actions and calendar same internally.	.1	38.00
08/19/09	HM VOGEL	Review and analyze Stone Barn operating report and proposed expenses filed pursuant to stipulation with BH S&B.	.3	150.00
08/25/09	DJ KOZLOWSKI	Multiple telephone conferences with committee professionals re strategy.	.7	266.00
08/26/09	DJ KOZLOWSKI	Review of docket for recent activity.	.1	38.00
08/31/09	HM VOGEL	Review and analyze latest version of term sheet of proposed settlement with Ableco.	.6	300.00

CURRENT FEES

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1,068.00

TIMEKEEPER TIME SUMMARY

HEIKE M. VOGEL	1.3	at \$500.00 =	650.00
DAVID J. KOZLOWSKI	1.1	at \$380.00 =	418.00
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TOTALS	2.4		1,068.00

SUBTOTAL FOR THIS MATTER

\$1,068.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/06/09	RM HIRSH	Attended Conference call with Debtor's counsel regarding claims objections and strategy.	.8	480.00
08/14/09	SG CARROLL	Telephone calls and e-mails with David Kozlowski, Rob Hirsh, Rich Steiglitz re review of priority claims.	.8	536.00
08/14/09	DJ KOZLOWSKI	Further review and analysis of priority claims.	5.1	1,938.00
08/14/09	DJ KOZLOWSKI	Telephone conference with Schuyler Carroll re review of priority claims and preparation of written review for newly advanced deadline.	.3	114.00
08/16/09	DJ KOZLOWSKI	Continue review and analysis of priority claims (2.8) and draft, review and revise spreadsheet containing information including bases for objection. (3.9)	6.7	2,546.00
08/16/09	SG CARROLL	E-mails with David Kozlowski, Rob Hirsh re review of priority claims.	.4	268.00
08/16/09	SG CARROLL	Review of draft analysis of priority claims.	.7	469.00
08/17/09	SG CARROLL	E-mails with Rich Steiglitz, Joel Levitin, Jon Shenson, David Kozlowski, Rob Hirsh re review of priority claims, settlement discussions on Ableco conversion motion.	1.4	938.00
08/17/09	DJ KOZLOWSKI	Review and revise priority claim analysis spreadsheet.	3.4	1,292.00
08/17/09	DJ KOZLOWSKI	Work with Schuyler Carroll to revise priority claim analysis spreadsheet.	.2	76.00
08/17/09	DJ KOZLOWSKI	Correspondence with counsel for debtors and Ableco re committee's review of priority claims.	.3	114.00
08/18/09	DJ KOZLOWSKI	Correspondence with debtors' counsel re priority claims.	.1	38.00
08/18/09	SG CARROLL	E-mails with Rich Steiglitz, Joel Levitin, Jon Shenson, Rob Hirsh re settlement discussions on Ableco conversion motion.	.6	402.00
08/20/09	DJ KOZLOWSKI	Office conference with Rob Hirsh re results of priority claims review in preparation for status conference on 08/24/09.	.3	114.00
08/21/09	RM HIRSH	Review and analysis Administrative and Priority Claims analysis.	2.3	1,380.00

08/24/09	RM	HIRSH	Review and analyse latest version of Administrative and Priority Claims analysis in preparation for meeting with Debtor and Ableco.	1.1	660.00
08/28/09	HM	VOGEL	Review and analyze joint first omnibus objection to administrative claims.	.4	200.00

CURRENT FEES

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11,565.00

TIMEKEEPER TIME SUMARY

SCHUYLER CARROLL	3.9	at	\$670.00 =	2,613.00
ROBERT HIRSH	4.2	at	\$600.00 =	2,520.00
HEIKE M. VOGEL	.4	at	\$500.00 =	200.00
DAVID J. KOZLOWSKI	16.4	at	\$380.00 =	6,232.00
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TOTALS	24.9			11,565.00

SUBTOTAL FOR THIS MATTER

\$11,565.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/03/09	NA CONSTANTINO	Prepare and efile Affidavit of Service of Notice of Adjournment of Hearing on Ableco Motion to Dismiss	.3	79.50
08/05/09	RM HIRSH	Review/analysis Ableco's objection to Interim Application of Cahill Gordon for Compensation.	.4	240.00
08/05/09	HM VOGEL	Office conference with Jeffrey Vanacore re upcoming hearing of debtor's motion to transfer funds to new operating account and follow up with Rob Hirsh re same.	.4	200.00
08/07/09	HM VOGEL	Review and analyze objections by Ableco and JPMorgan to debtor's motion to transfer funds and follow up correspondence with regard to same.	.6	300.00
08/09/09	DJ KOZLOWSKI	Review of Ableco's request for judicial intervention, the objection to Ableco's motion, and the order extending JPMC challenge deadline.	.4	152.00
08/10/09	HM VOGEL	Telephone call to and correspondence with Rich Stieglitz re Ableco's and JPMorgan's objections to motion to transfer funds and possible strategy moving forward.	.3	150.00
08/11/09	AG COLLINS	Per request of N. Constantino, prepared August 13, 2009, hearing binder.	.7	108.50
08/11/09	TF BROWN	Review email exchange between R. Hirsh and R. Stieglitz regarding chambers conference on conversion.	.2	126.00
08/12/09	SG CARROLL	Telephone calls and e-mails with Rob Hirsh, Rich Stieglitz re Chambers conference related to motion to convert.	1.4	938.00
08/12/09	SG CARROLL	Review of papers and term sheet in preparation for conference in Chambers,	.8	536.00
08/12/09	DJ KOZLOWSKI	Review of debtors' motion to extend deadline to remove actions and limited objection of Chase to debtors' transfer motion.	.4	152.00
08/12/09	NA CONSTANTINO	Prepare and efile Amended Notice of Adjournment of Ableco Motion to Convert	.6	159.00
08/13/09	SG CARROLL	Telephone conferences and e-mails with Rob Hirsh, Rich Stieglitz re Chambers conference related to motion to convert.	.8	536.00



08/13/09	SG	CARROLL	Preparation for conference in Chambers, review of papers and term sheet re same.	1.2	804.00
08/13/09	SG	CARROLL	Attend conference in Chambers.	1.7	1,139.00
08/13/09	SG	CARROLL	Meetings with Joel Levitin, Jon Shanson, Rich Stieglitz re settlement discussions.	.5	335.00
08/13/09	AG	COLLINS	Per request of N. Constantino, reviewed docket and prepared binder for August 18, 2009, hearing binder.	2.4	372.00
08/14/09	NA	CONSTANTINO	Arrange for service of Amended Notice of Adjournment of Ableco Motion to Convert	.1	26.50
08/17/09	TF	BROWN	Email exchange with Kahn counsel regarding disclosure extension.	.2	126.00
08/17/09	TF	BROWN	Email exchange with R. Hirsh regarding same.	.1	63.00
08/17/09	NA	CONSTANTINO	Prepare and efile Affidavit of Service of Amended Notice of Adjournment of Ableco Motion to Convert	.4	106.00
08/21/09	RM	HIRSH	Review/analysis Motion to Sell Assets.	.8	480.00
08/24/09	RM	HIRSH	Attended court status conference and hearing regarding Ableco's Motion to Convert.	2.5	1,500.00
08/25/09	DJ	KOZLOWSKI	Review of internal correspondence re conversion and settlement in preparation for telephone conference with committee.	.2	76.00
08/26/09	RM	HIRSH	Review/analysis Term Sheets regarding settlement proposals of Debtor to conversion and attended to strategy regarding same.	2.2	1,320.00
08/27/09	RM	HIRSH	Review/analysis draft and revised Debtor and Committee Joint First Omnibus Objection to Claims (.90); Multiple telephone conferences with K. Kinzer regarding same (.40).	1.3	780.00
08/27/09	RM	HIRSH	Review/analysis Ableco's counter-proposal to Debtor's settlement.	.5	300.00
08/27/09	HM	VOGEL	Compile all pertinent pleadings re possible conversion and distribute same with brief explanation to Tim Brown.	.8	400.00
08/28/09	RM	HIRSH	Review/analysis Ableco's Counter-Settlement proposal regarding settlement of conversion.	.5	300.00
08/31/09	RM	HIRSH	Review/analysis third revised Term Sheet received from Ableco.	.8	480.00

CURRENT FEES

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12,284.50

TIMEKEEPER TIME SUMARY

SCHUYLER CARROLL	6.4	at	\$670.00 =	4,288.00
TIMOTHY F. BROWN	.5	at	\$630.00 =	315.00
ROBERT HIRSH	9.0	at	\$600.00 =	5,400.00
HEIKE M. VOGEL	2.1	at	\$500.00 =	1,050.00
DAVID J. KOZLOWSKI	1.0	at	\$380.00 =	380.00
NOVA A. CONSTANTINO	1.4	at	\$265.00 =	371.00
ALLAN G. COLLINS	3.1	at	\$155.00 =	480.50
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TOTALS	23.5			12,284.50

SUBTOTAL FOR THIS MATTER

\$12,284.50

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/03/09	RM HIRSH	Telephone conference with H. Vogel regarding various administrative issues.	.4	240.00
08/04/09	RM HIRSH	Conferenced with T. Brown regarding various strategy discussions.	.5	300.00
08/04/09	HM VOGEL	Correspondence with committee re adjournment of initially suggested committee call and strategy moving forward.	.2	100.00
08/04/09	HM VOGEL	Correspondence with debtors' professionals re telephone conference to discuss strategy moving forward.	.2	100.00
08/06/09	HM VOGEL	Telephone conference with debtor's counsel re claims reconciliation, preparation of plan report for the Court and strategy moving forward and follow up with Rob Hirsh re same.	.4	200.00
08/21/09	RM HIRSH	Telephone conference with R. Zahardin regarding status of case and strategy.	.4	240.00
08/24/09	RM HIRSH	Attended meeting with Debtor and Ableco regarding settlement of Motion to Convert and various issues.	1.1	660.00
08/24/09	HM VOGEL	Draft, review and revise correspondence to committee scheduling committee call re conversion and possible settlement and follow up with Rob Hirsh re same.	.6	300.00
08/24/09	HM VOGEL	Follow up e-mail to Charlie Berk re upcoming telephone conference with committee.	.1	50.00
08/25/09	HM VOGEL	Telephone conference with committee re outcome of and issues discussed during Chambers conference, possible settlement with Ableco, conversion of case and strategies moving forward.	.7	350.00
08/25/09	HM VOGEL	Telephone conference with Charlie Berk, Brian Ryniker, Rob Hirsh and David Kozlowski re administrative claims analysis and strategy moving forward.	.5	250.00
08/25/09	HM VOGEL	Follow up discussion with David Kozlowski re preparation of memorandum for committee and strategy moving forward.	.2	100.00

08/25/09	HM	VOGEL	Telephone conference with Charlie Berk, Rob Hirsh and David Kozlowski re claims analysis and follow up with Rob Hirsh re same and preparation of claims objections.	.3	150.00
08/25/09	DJ	KOZLOWSKI	Telephone conference with committee to discuss conversion and possible settlement.	.8	304.00
08/25/09	DJ	KOZLOWSKI	Work with Heike Vogel to outline memorandum to committee updating on global status of case and adversary proceedings.	.2	76.00
08/25/09	DJ	KOZLOWSKI	Legal research, draft, review and revise, finalize and send memorandum to committee summarizing status of preference actions, Bay Harbour litigation, administrative claims analysis, priority claims analysis, estate funds status, Ableco stipulation status and Arent Fox recommendation.	5.3	2,014.00
08/25/09	RM	HIRSH	Attended Committee conference call regarding conversion and strategy (.80); Multiple conferences with CBIZ and Arent Fox regarding same, analysis of administrative claims and strategy (1.10); Multiple telephone conferences with Debtor's counsel regarding same and strategy (2.20); Review/analysis and revise draft memorandum to the Committee outlining status of case and go-forward strategy (.80).	4.9	2,940.00
08/26/09	RM	HIRSH	Multiple telephone conferences with J. Shenson and R. Steiglitz regarding settlement (1.40); Conferenced with T. Brown and D. Kozlowski regarding same and strategy (1.20).	2.6	1,560.00
08/27/09	RM	HIRSH	Review/analysis and revise Memorandum to Committee regarding summary of Debtor's Term Sheet (.50); Conferenced with D. Kozlowski regarding same (.30).	.8	480.00
08/28/09	RM	HIRSH	Multiple telephone conferences with R. Steiglitz regarding strategy relating settlement of Ableco's conversion motion and term sheet (.60); Telephone conference with Debtor's counsel and Ableco's counsel regarding settlement of conversion motion and issues (.80).	1.4	840.00
08/28/09	DJ	KOZLOWSKI	Set up and circulate information for telephone conference with committee.	.2	76.00
08/31/09	HM	VOGEL	Telephone conference with committee re latest proposal by Ableco and strategy moving forward with respect to same and review of latest term sheet in preparation of same.	.6	300.00

08/31/09	HM	VOGEL	Continued telephone conference with committee re additional revisions to latest proposal and possible strategies moving forward and follow up with Rob Hirsh re same.	1.1	550.00
08/31/09	DJ	KOZLOWSKI	Participate in telephone conference with committee to discuss settlement of conversion motion and other related issues.	.6	228.00
08/31/09	RM	HIRSH	Attended multiple Committee conference calls regarding strategy relating to conversion and settlement (1.30); Multiple telephone conferences with Debtor's counsel and counsel for Ableco regarding continued negotiation of settlement (1.40); Attended status conference and call with Court regarding status of negotiation with Debtor and Ableco regarding settlement on Motion for Conversion of case (.60); Multiple telephone conferences with CBIZ regarding strategy (.60).	3.9	2,340.00

CURRENT FEES

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14,748.00

TIMEKEEPER TIME SUMARY

ROBERT HIRSH	16.0	at	\$600.00 =	9,600.00
HEIKE M. VOGEL	4.9	at	\$500.00 =	2,450.00
DAVID J. KOZLOWSKI	7.1	at	\$380.00 =	2,698.00
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TOTALS	28.0			14,748.00

SUBTOTAL FOR THIS MATTER

\$14,748.00

(00009) MATTER NUMBER

RE: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/03/09	DJ KOZLOWSKI	Begin outlining draft of discovery materials.	.2	76.00
08/03/09	DJ KOZLOWSKI	Outline rule 26 filing.	.7	266.00
08/03/09	DJ KOZLOWSKI	Review of correspondence from Kahn's counsel and reply from Jeffrey Vanacore.	.2	76.00
08/03/09	NA CONSTANTINO	Calendar scheduling order dates and deadlines (Kahn)	.7	185.50
08/04/09	DJ KOZLOWSKI	Work on plan for discovery involving "quick peek" for the preference APs with Jeffrey Vanacore.	.3	114.00
08/04/09	DJ KOZLOWSKI	Correspondence with Jeffrey Vanacore re no need to draft pretrial orders for Hoffman and 45220, Inc. APs.	.1	38.00
08/05/09	DJ KOZLOWSKI	Draft discovery request and forward to Jeffrey Vanacore for initial review.	2.4	912.00
08/05/09	DJ KOZLOWSKI	Work with Jeffrey Vanacore to begin drafting of discovery documents.	.2	76.00
08/05/09	JD VANACORE	Review protective order to prepare for call with Jennifer Saffer.	.4	200.00
08/05/09	JD VANACORE	Review stipulation issues raised by Jennifer Saffer; emails regarding same.	.2	100.00
08/05/09	JD VANACORE	Prepare for hearing on debtor's motion for authority to transfer funds to new accounts; review motion; review same with Heike Vogel.	.6	300.00
08/05/09	JD VANACORE	Conference with Robert Hirsh and Timothy Brown regarding avoidance action discovery.	.5	250.00
08/05/09	JD VANACORE	Review discovery and Rule 26 disclosures in avoidance actions; work with David Kozlowski and David Yearwood regarding same.	.7	350.00
08/06/09	SD JOHNSON	Reviewed and analyzed employment agreement/interrogatories and pleadings includes analysis of additional areas for discovery.	1.5	727.50
08/06/09	DJ KOZLOWSKI	Preparation of information and documents for and meet with Sonja Johnson re review of [REDACTED] [REDACTED] [REDACTED]	.6	228.00

08/06/09	DJ	KOZLOWSKI	Multiple telephone conferences with Sonja Johnson and correspondence with Jeffrey Vanacore and Rob Hirsh re background questions re Kahn adversary proceeding and status of Kahn's employment.	.6	228.00
08/06/09	NA	CONSTANTINO	Format complaint for H. Vogel	.4	106.00
08/07/09	DJ	KOZLOWSKI	Research [REDACTED]	.2	76.00
08/07/09	SD	JOHNSON	Reviewed correspondence.	.2	97.00
08/10/09	NA	CONSTANTINO	Upload 45220, Inc. Answer to Complaint and circulate	.1	26.50
08/10/09	DJ	KOZLOWSKI	Review of correspondence re Hoffman and 45220 applications.	.2	76.00
08/11/09	SD	JOHNSON	Prepared interrogatories and document demands.	1.1	533.50
08/12/09	SD	JOHNSON	Drafted interrogatories and document requests.	.3	145.50
08/12/09	DJ	KOZLOWSKI	Review and comment on discovery demands drafted by Sonja Johnson.	.4	152.00
08/13/09	DJ	KOZLOWSKI	Meet with Jeffrey Vanacore, David Yearwood to determine what needs to be done with respect to preparation of and revisions to Kahn Rule 26 disclosure.	.5	190.00
08/13/09	NA	CONSTANTINO	Phone conference with D. Yearwood re Rule 26 Disclosures	.1	26.50
08/13/09	NA	CONSTANTINO	Phone conference with D. Yearwood re Rule 26 Disclosures	.1	26.50
08/14/09	NA	CONSTANTINO	Upload to ebank S. Hoffman answer to complaint in Hoffman adversary case	.1	26.50
08/14/09	SG	CARROLL	E-mails with Tim Brown, Jeffrey Vanacore, Joseph Einstein, David Kozlowski re status of adversary proceedings, strategy moving forward.	.8	536.00
08/14/09	DJ	KOZLOWSKI	Review of correspondence re rule 26 disclosures and extension of deadline for serving same.	.3	114.00
08/15/09	SG	CARROLL	E-mails with Tim Brown, Jeffrey Vanacore, Joseph Einstein, David Kozlowski re various litigation issues.	.8	536.00
08/17/09	AB	BLANKLEY	Review and respond to request for Doron Leiby re request for discovery extension.	.2	84.00
08/17/09	DJ	KOZLOWSKI	Office conference with Adrienne Blankley re extending time for defendant to file an answer.	.1	38.00
08/18/09	NA	CONSTANTINO	Calendar scheduling order dates for Hoffman and 45220, Inc. adversary cases	1.1	291.50
08/18/09	AB	BLANKLEY	Telephone conference with Jennifer Saffer re extension of deadline to respond to complaint.	.1	42.00

08/18/09	AB	BLANKLEY	Provide update to Rob Hirsh, Jeffrey Vanacore re agreement with Jennifer Saffer to extend deadline to respond to complaint.	.1	42.00
08/18/09	NP	PAVLIDIS	Follow-up with A. Blankley regarding H. Kahn complaint and time to respond.	.1	41.00
08/19/09	HM	VOGEL	Multiple correspondence re upcoming schedules with respect to multiple adversary proceedings and strategy moving forward.	.7	350.00
08/20/09	RM	HIRSH	Conferenced with litigation team regarding status and strategy.	.8	480.00
08/21/09	DA	YEARWOOD	Revise Rule 26 Disclosures in the Kahn adversary proceeding.	1.1	269.50
08/21/09	DA	YEARWOOD	Telephone calls with David Kozlowski regarding modifications to the Rule 26 Disclosure in the Kahn matter.	.2	49.00
08/21/09	DJ	KOZLOWSKI	Preparation for and meet with Tim Brown, David Yearwood, and Brian Ryniker of CBIZ for review of Rule 26 disclosures with respect to Kahn adversary proceeding.	.6	228.00
08/21/09	DJ	KOZLOWSKI	Review and revise Rule 26 disclosures and circulate same internally for review and comment.	1.1	418.00
08/24/09	NA	CONSTANTINO	Review and revise Rule 26 disclosure, and email to J. Saffer	.6	159.00
08/24/09	DJ	KOZLOWSKI	Finalize Rule 26 disclosures for Kahn.	.1	38.00
08/24/09	DJ	KOZLOWSKI	Review of correspondence with Kahn's attorney re service and disclosures.	.2	76.00
08/24/09	DA	YEARWOOD	Revise Rule 26 Disclosure related to the Khan adversary proceeding.	.8	196.00
08/24/09	DA	YEARWOOD	Telephone calls and e-mails with Timothy Brown, Jeff Vanacore and David Kozlowski regarding final edits to the Rule 26 Disclosure in the Khan adversary proceeding.	.3	73.50
08/25/09	DJ	KOZLOWSKI	Review of answer filed by Harold Kahn.	.3	114.00
08/25/09	NA	CONSTANTINO	Prepare memorandum of upcoming dates and deadlines in the adversary dockets for H. Vogel and D. Kozlowski	.4	106.00
08/25/09	NP	PAVLIDIS	Correspondence from J. Saffer regarding service of answer.	.1	41.00
08/26/09	DA	YEARWOOD	Telephone call with Timothy Brown regarding scope of Rule 2004 Document Production.	.2	49.00
08/26/09	RM	HIRSH	Conferenced with T. Brown regarding strategy.	.5	300.00
08/27/09	NA	CONSTANTINO	Prepare and efile Affidavit of Service of Rule 26(a)(1) Disclosures in Kahn adversary case	.2	53.00

CURRENT FEES

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10,333.50



TIMEKEEPER TIME SUMARY

SCHUYLER CARROLL	1.6	at	\$670.00 =	1,072.00
ROBERT HIRSH	1.3	at	\$600.00 =	780.00
JEFFREY VANACORE	2.4	at	\$500.00 =	1,200.00
HEIKE M. VOGEL	.7	at	\$500.00 =	350.00
SONYA D. JOHNSON	3.1	at	\$485.00 =	1,503.50
ADRIENNE W. BLANKLE	.4	at	\$420.00 =	168.00
NICHOLAS PAVLIDIS	.2	at	\$410.00 =	82.00
DAVID J. KOZLOWSKI	9.3	at	\$380.00 =	3,534.00
NOVA A. CONSTANTINO	3.8	at	\$265.00 =	1,007.00
DAVID A. YEARWOOD	2.6	at	\$245.00 =	637.00
TOTALS	25.4			10,333.50

SUBTOTAL FOR THIS MATTER

\$10,333.50

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/27/09	DJ KOZLOWSKI	Telephone conference with Rob Hirsh re term sheet and Ableco settlement.	.1	38.00
08/27/09	DJ KOZLOWSKI	Review and summarize settlement term sheet and send to committee.	1.8	684.00
08/28/09	DJ KOZLOWSKI	Review and summarize Ableco's revisions to settlement term sheet and send to committee.	1.6	608.00
08/31/09	DJ KOZLOWSKI	Review of revised settlement term sheet from Ableco.	.5	190.00

CURRENT FEES

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1,520.00

TIMEKEEPER TIME SUMMARY

DAVID J. KOZLOWSKI	4.0	at \$380.00 =	1,520.00
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TOTALS	4.0		1,520.00

SUBTOTAL FOR THIS MATTER

\$1,520.00

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/01/09	HM VOGEL	Review and analyze complaint against Bay Harbour, et al., in preparation of responding to arguments set forth in defendants' motion to dismiss and prepare outline of pertinent facts.	1.6	800.00
08/02/09	HM VOGEL	Begin to review and analyze case law cited by defendants in various memoranda of law in support of motion to dismiss.	2.8	1,400.00
08/02/09	HM VOGEL	Westlaw legal research re recharacterization, Rule 19 and elements of equitable subordination claim.	.9	450.00
08/03/09	DA YEARWOOD	Search Livenote database for testimony relating to first discussions of bankruptcy filing and provide same to Jeff Vanacore.	.3	73.50
08/03/09	HM VOGEL	Continue review of legal authorities re equitable subordination, re characterization and rule 19 and review of Bay Harbour et al complaint with respect to same.	1.9	950.00
08/03/09	RB BRABHAM	Research legal arguments opposing motions to dismiss.	3.8	1,596.00
08/04/09	RB BRABHAM	Research legal arguments opposing motions to dismiss.	3.1	1,302.00
08/04/09	RB BRABHAM	Draft legal arguments to opposition brief.	3.9	1,638.00
08/04/09	RB BRABHAM	Conference with T. Brown, M. Denicore and A. O'Neill regarding case needs.	.8	336.00
08/04/09	HM VOGEL	Draft, review and revise summary of initial legal research re recharacterization versus equitable subordination and strategy moving forward.	1.1	550.00
08/04/09	HM VOGEL	Continue to review and analyze Bay Harbour et al. memorandum of law in support of motion to dismiss in preparation of drafting response thereto.	1.8	900.00
08/04/09	HM VOGEL	Continue to review other defendants' memorandum of law in support of motion to dismiss and preparation of outline of points to be addressed in response thereto.	1.7	850.00

Date	Time	Party	Description	Hours	Amount
08/04/09	MD	DENICORE	Met with T. Brown, R. Brabham and A. O'Neill to discuss status of case and response to motions to dismiss.	.8	356.00
08/04/09	MD	DENICORE	Met with T. Brown to further discuss response to motions to dismiss.	.5	222.50
08/04/09	MD	DENICORE	Started to prepare sections of response to motions to dismiss.	2.3	1,023.50
08/04/09	AR	ONEILL	Meet regarding responses to motions to dismiss.	.8	200.00
08/04/09	TF	BROWN	Review emails from J. Vanacore regarding Kahn adversary proceeding.	.2	126.00
08/04/09	TF	BROWN	Telephone call with R. Hirsh regarding same and regarding discovery in Bay Harbour adversary proceeding.	.2	126.00
08/04/09	TF	BROWN	Conference with M. Denicore, R. Brabham and A. O'Neill regarding tasks for opposition to motions to dismiss.	.8	504.00
08/04/09	TF	BROWN	Further conference with M. Denicore regarding issues in opposition.	.5	315.00
08/04/09	TF	BROWN	Further review of motions to dismiss and begin work on opposition.	2.3	1,449.00
08/04/09	TF	BROWN	Email exchange with H. Vogel regarding standing stipulation.	.1	63.00
08/04/09	TF	BROWN	Review standing stipulation and Order.	.2	126.00
08/04/09	TF	BROWN	Review H. Vogel email regarding equitable recharacterization briefing.	.3	189.00
08/04/09	TF	BROWN	Email exchange with H. Vogel regarding same.	.2	126.00
08/05/09	TF	BROWN	Conference with J. Vanacore and R. Hirsh regarding Kahn discovery.	.3	189.00
08/05/09	MD	DENICORE	Continued to prepare sections of response to motions to dismiss.	3.7	1,646.50
08/05/09	HM	VOGEL	Westlaw legal research for additional cases addressing claims of recharacterization.	2.8	1,400.00
08/05/09	HM	VOGEL	Westlaw legal research re legal authorities on capital contribution, equity and true loans.	2.3	1,150.00
08/05/09	HM	VOGEL	Review and analyze cases re standards under rule 12(b)(6) in preparation of responding to defendants' motions to dismiss.	1.6	800.00
08/06/09	HM	VOGEL	Continue to review and analyze legal authorities cited by defendants in memoranda of law in support of motion to dismiss.	3.7	1,850.00
08/06/09	HM	VOGEL	Begin to draft committee's response to Motion to Dismiss by Bay Harbour et al.	2.8	1,400.00
08/06/09	TF	BROWN	Review draft brief section regarding alter ego issues and review pertinent factual summaries.	1.8	1,134.00
08/07/09	TF	BROWN	Review additional fact summaries and draft argument section regarding inadequate capitalization.	1.2	756.00

08/07/09	TF	BROWN	Conferences with M. Denicore regarding same.	.3	189.00
08/07/09	HM	VOGEL	Correspondence with Mark Denicore, Tim Brown re opposition to motions to dismiss and strategy moving forward.	.4	200.00
08/07/09	HM	VOGEL	Continue to draft, review and revise opposition to motions to dismiss.	1.8	900.00
08/07/09	MD	DENICORE	Researched issue re: [REDACTED]	1.2	534.00
08/07/09	MD	DENICORE	Sent e-mail to T. Brown and D. Kozlowski re: [REDACTED]	.2	89.00
08/07/09	MD	DENICORE	Sent e-mail to H. Vogel re: [REDACTED]	.2	89.00
08/07/09	MD	DENICORE	Sent e-mail to H. Vogel re: other summarized issues.	.2	89.00
08/07/09	JW	WARD	Prepare documents for off-site storage.	.4	60.00
08/08/09	HM	VOGEL	Westlaw legal research re undercapitalized standard in connection with recharacterization and capital contribution versus equity.	1.6	800.00
08/08/09	HM	VOGEL	Continue review of legal authorities re equitable subordination and recharacterization in further preparation of incorporating same into first draft of opposition to motions to dismiss.	2.6	1,300.00
08/08/09	HM	VOGEL	Review of Court docket in main case for background information to be included in opposition to motions to dismiss.	.8	400.00
08/09/09	HM	VOGEL	Draft, review and revise summary and nature of case in opposition of motions to dismiss, incorporating information about standing stipulation, agreed order and all memoranda of law filed by defendants.	3.7	1,850.00
08/09/09	HM	VOGEL	Continue to draft, review and revise standard of review, summary and recharacterization sections in opposition of motions to dismiss, continued review of pertinent cases with respect to same.	2.8	1,400.00
08/09/09	RB	BRABHAM	Research and draft legal arguments to opposition brief.	4.4	1,848.00
08/10/09	TF	BROWN	Review research and draft opposition brief to Defendants' motions to dismiss.	6.3	3,969.00
08/11/09	RB	BRABHAM	Corroborative research regarding draft opposition brief.	2.9	1,218.00
08/11/09	JM	SULLIVAN	Communication with J. Vanacore regarding preparation for pretrial conferences in adversary proceedings and considering issues regarding same.	.8	512.00
08/11/09	MD	DENICORE	Responded to T. Brown's e-mail re: members of Holdco and Debtor.	.4	178.00

08/11/09	MD	DENICORE	Responded to T. Brown's e-mail re: information concerning Bay Harbour and York board members.	.6	267.00
08/11/09	HM	VOGEL	Review of agreed order and standing stipulation and provide summary of pertinent provisions to Tim Brown.	.8	400.00
08/11/09	HM	VOGEL	Review of sample brief for legal authorities cited therein and ensure that pertinent cases are cited in committee's opposition to motions to dismiss by Bay Harbour, et al.	1.8	900.00
08/12/09	AR	ONEILL	Emails and calls regarding filing responses to motions to dismiss.	.4	100.00
08/12/09	MD	DENICORE	Finished preparing last section of response to motions to dismiss and e-mailed to T. Brown.	3.2	1,424.00
08/12/09	MD	DENICORE	Spoke with T. Brown re: status of response to motions to dismiss.	.2	89.00
08/12/09	DA	YEARWOOD	Telephone call and e-mails with David Kozlowski regarding filing of RULE 26 disclosures.	.3	73.50
08/12/09	HM	VOGEL	Review and analyze several cases cited in sample brief with respect to recharacterization.	1.2	600.00
08/12/09	HM	VOGEL	Correspondence with Tim Brown re motion to dismiss by Hilco and multiple documents with respect to same and circulate documents.	.4	200.00
08/12/09	TF	BROWN	Draft and revise opposition brief to Defendants motions to dismiss.	7.4	4,662.00
08/13/09	JM	SULLIVAN	Communication with J. Vanacore regarding pretrial hearing on adversary proceedings.	.2	128.00
08/13/09	RB	BRABHAM	Research and review A. O'Neill's revisions and notes to draft opposition brief.	1.1	462.00
08/13/09	RB	BRABHAM	Follow-up research regarding willful misconduct.	3.1	1,302.00
08/13/09	DA	YEARWOOD	E-mails with Tim Brown, Jeff Vanacore and David Kozlowski regarding filing of Rule 26 disclosure.	.3	73.50
08/13/09	MD	DENICORE	Respond to T. Brown's e-mail re: Bay Harbour's corporate structure.	.2	89.00
08/14/09	LA	INDELICATO	Review docket, motions to dismiss and notices of appearance and prepare master service list for adversary proceeding against Bay Harbour.	1.4	371.00
08/14/09	LA	INDELICATO	Service of omnibus response to motions to dismiss adversary proceeding against Bay Harbour.	.2	53.00
08/14/09	LA	INDELICATO	Electronic filing of omnibus response to motions to dismiss adversary proceeding against Bay Harbour.	.3	79.50

08/14/09	LA	INDELICATO	Numerous discussions with Ralph Brabham, David Yearwood and Alayne O'Neill regarding revisions to and filing and service of omnibus response to motions to dismiss adversary proceeding against Bay Harbour and preparation of table of contents and table of authorities.	1.3	344.50
08/14/09	LA	INDELICATO	Draft affidavit of service of omnibus response to motions to dismiss adversary proceeding against Bay Harbour.	.6	159.00
08/14/09	LA	INDELICATO	Preparation of omnibus response to motions to dismiss adversary proceeding against Bay Harbour.	2.8	742.00
08/14/09	AR	ONEILL	Revise TOA, TOC , proofread and prepare Motion to Dismiss for filing.	3.8	950.00
08/14/09	DA	YEARWOOD	Cite check brief and discuss same with Alayne O'Neill.	1.4	343.00
08/14/09	DA	YEARWOOD	Telephone calls with Ralph Brabham, Alayne O'Neill and Lisa Indelicato regarding Opposition to Motions to Dismiss.	.8	196.00
08/14/09	DA	YEARWOOD	Update and edit Table of Authorities related to Opposition to Motions to Dismiss.	.4	98.00
08/14/09	DA	YEARWOOD	E-mails with Tim Brown, Jeff Vanacore and David Kozlowski regarding upcoming Rule 26 Motion.	.3	73.50
08/17/09	JM	SULLIVAN	Communications with T. Brown regarding pretrial conference on D&O adversary proceeding (.4); preparing for pretrial conference on adversary proceedings (2.2).	2.6	1,664.00
08/17/09	LA	INDELICATO	Bay Harbour Adv. Proc.: Discussions with attorneys regarding service of brief. Arrange for courtesy copies to be deliver to Judge Glenn's chambers.	.5	132.50
08/18/09	LA	INDELICATO	Prepare and file affidavit of service of brief in opposition to motions to dismiss Bay Harbour adversary proceeding.	.8	212.00
08/18/09	JM	SULLIVAN	Attending pretrial conference on adversary proceedings (3.2); drafting e-mail summarizing same (.6); communications regarding same (.4).	4.2	2,688.00
08/19/09	JM	SULLIVAN	Communications regarding case status and reviewing docket for proof of claim information.	.2	128.00
08/19/09	LA	INDELICATO	Review emails from James Sullivan, Tim Brown and Rob Hirsh, and locate correct version of Plaintiff's Memorandum in Opposition to Defendants' Motion to Dismiss, proofread same and forward to Judge	.8	212.00

08/19/09	HM	VOGEL	Glenn's chambers in WORD format. Review of multiple correspondence re proposed scheduling order to be submitted to Court and strategy moving forward in Bay Harbour adversary proceeding.	1.1	550.00
08/19/09	HM	VOGEL	Coordinate with Lisa Indelicato, Nova Constantino the delivery to Judge's law clerk of opposition brief as requested by Court and correspondence with Tim Brown re same.	.6	300.00
08/24/09	TF	BROWN	Email exchange with T. Foudy regarding settlement conference.	.2	126.00
08/24/09	TF	BROWN	Email exchange with R. Hirsh regarding same.	.2	126.00
08/24/09	JM	SULLIVAN	Communications regarding D&O action.	.2	128.00
08/26/09	TF	BROWN	Review proposed term sheet regarding settlement with Abelco.	.3	189.00
08/26/09	TF	BROWN	Review status summary memorandum for committee.	.3	189.00
08/26/09	TF	BROWN	Email exchange with T. Foudy regarding settlement meeting.	.2	126.00
08/26/09	TF	BROWN	Review court order regarding 2004 production.	.1	63.00
08/26/09	TF	BROWN	Conference with D. Yearwood regarding 2004 production.	.2	126.00
08/26/09	TF	BROWN	Telephone call with R. Hirsh regarding conversion issues.	.4	252.00
08/27/09	DA	YEARWOOD	Telephone call with Timothy Brown regarding upcoming production of Rule 2004 documents.	.2	49.00
08/27/09	AR	ONEILL	Review CD and prepare index of documents produced by Barry Sugarman and Andrew Todd.	3.2	800.00
08/27/09	TF	BROWN	Review Sugarman disclosures.	.3	189.00
08/27/09	TF	BROWN	Preliminary review of Sugarman reply brief on motion to dismiss.	.2	126.00
08/27/09	TF	BROWN	Evaluate issues for settlement.	.3	189.00
08/27/09	TF	BROWN	Telephone call with R. Hirsh regarding settlement strategy.	.2	126.00
08/27/09	TF	BROWN	Email D. Yearwood and others regarding 2004 production issues.	.2	126.00
08/27/09	TF	BROWN	Email exchange with R. Hirsh regarding settlement meeting.	.2	126.00
08/27/09	TF	BROWN	Email to defendants counsel regarding same.	.1	63.00
08/28/09	HM	VOGEL	Review and analyze reply memorandum in further support of motion to dismiss York and Bay Harbour.	1.4	700.00
08/28/09	AR	ONEILL	Complete index of CD of documents produced by Gary Sugarman and Andrew Todd.	.6	150.00
08/31/09	AR	ONEILL	Prepare Ableco documents for T. Brown.	.3	75.00



08/31/09	HM	VOGEL	Review of correspondence re 2004 document production and strategy moving forward.	.3	150.00
08/31/09	JM	SULLIVAN	Communications regarding discovery in D&O action.	.1	64.00
08/31/09	DA	YEARWOOD	Review iConect databases and prepare documents for delivery to opposing counsel in response to Scheduling Order related to production of Rule 2004 documents.	.8	196.00
08/31/09	DA	YEARWOOD	Telephone call with Timothy Brown regarding upcoming production of Rule 2004 documents.	.3	73.50

CURRENT FEES

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66,215.50

TIMEKEEPER TIME SUMMARY

JAMES M. SULLIVAN	8.3	at	\$640.00 =	5,312.00
TIMOTHY F. BROWN	25.5	at	\$630.00 =	16,065.00
HEIKE M. VOGEL	46.3	at	\$500.00 =	23,150.00
RALPH BRABHAM	23.1	at	\$420.00 =	9,702.00
MARK DENICORE	13.7	at	\$445.00 =	6,096.50
LISA INDELICATO	8.7	at	\$265.00 =	2,305.50
ALAYNE ONEILL	9.1	at	\$250.00 =	2,275.00
DAVID A. YEARWOOD	5.1	at	\$245.00 =	1,249.50
JONATHAN WARD	.4	at	\$150.00 =	60.00
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TOTALS	140.2			66,215.50

FOR CHARGES:

08/05/09	DUPLICATING SUMMARY User Duplicate	211.60
	Duplication copied 1058 on 08/05/2009	
	at 18:20 hrs	

TOTAL FOR: DUPLICATING SUMMARY 211.60

08/13/09	WESTLAW User: YEARWOOD, DAVID	19.60
08/13/09	WESTLAW User: YEARWOOD, DAVID	8.17
08/13/09	WESTLAW User: YEARWOOD, DAVID	24.50
08/13/09	WESTLAW User: ONEILL, ALAYNE	273.63
08/13/09	WESTLAW User: ONEILL, ALAYNE	348.98
08/13/09	WESTLAW User: ONEILL, ALAYNE	38.58
08/14/09	WESTLAW User: ONEILL, ALAYNE	67.42
08/14/09	WESTLAW User: ONEILL, ALAYNE	47.59

TOTAL FOR: WESTLAW 828.47

07/24/09	PRINTING/BINDING	1.00
07/06/09	PRINTING/BINDING	1.50

08/06/09 PRINTING/BINDING 1.00

**TOTAL FOR: PRINTING/BINDING 3.50**

08/28/09 ELECTRONIC DOCUMENT DATABASE-AUG 09 160.00

**TOTAL FOR: ELECTRONIC DOCUMENT DATABAS 160.00**

08/31/09 MEALS - SEAMLESS WEB PROFESSIONAL 22.08

**TOTAL FOR: MEALS 22.08**

CURRENT CHARGES 1,225.65

SUBTOTAL FOR THIS MATTER \$67,441.15

(00019) MATTER NUMBER

RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/03/09	JD VANACORE	Final preparation for Harold Kahn pretrial; review Jennifer Saffer request to dismiss 549 cause of action.	.5	250.00
08/03/09	JD VANACORE	Review Harold Kahn scheduling order with Nova Constantino; docket dates.	.2	100.00
08/03/09	JD VANACORE	Telephone conference and emails with Ed Lobello regarding pretrial; resolve issues regarding same.	.2	100.00
08/03/09	JD VANACORE	Attend Harold Kahn pretrial (1.4); meeting with Jen Saffer and subsequent to hearing (1.3).	2.7	1,350.00
08/03/09	JD VANACORE	Initial preparation of discovery in adversary proceedings; emails with Robert Hirsh and Timothy Brown regarding same.	.4	200.00
08/03/09	JD VANACORE	Draft memo summarizing Harold Kahn pretrial hearing.	.3	150.00
08/03/09	JD VANACORE	Emails with Jennifer Saffer regarding initial case issues.	.3	150.00
08/03/09	JD VANACORE	Review letter from Jeff Levitan regarding 45220 pretrial.	.1	50.00
08/03/09	TF BROWN	Evaluate discovery issues in preparation for BH S&B conference call.	.3	189.00
08/03/09	TF BROWN	Conference call with opposing counsel regarding discovery and rule 26 disclosures.	.2	126.00
08/03/09	TF BROWN	Review multiple emails from J. Vanacore regarding discovery in Kahn Adv. P.	.3	189.00
08/03/09	HM VOGEL	Review of multiple correspondence re chapter 5 adversary proceeding, pre-trial conference before Judge Glenn and strategies moving forward.	.7	350.00
08/04/09	HM VOGEL	Review of multiple internal correspondence re discovery process in chapter 5 adversary proceeding.	.3	150.00
08/04/09	HM VOGEL	Review of correspondence with Kahn attorney and review and circulate stipulation re standing with respect to same.	.3	150.00
08/04/09	JD VANACORE	Emails with Jennifer Saffer regarding document depository.	.1	50.00
08/04/09	JD VANACORE	Review quick peek agreement issues; emails with Tim Brown and Rob Hirsh regarding same.	.4	200.00

08/06/09	JD	VANACORE	Review Harold Kahn adversary proceeding issues regarding employment claims; review same with Sonya Johnson.	.4	200.00
08/07/09	JD	VANACORE	Review Ableco objection to prepare for hearing on motion to transfer bank accounts.	.4	200.00
08/07/09	JD	VANACORE	Review affidavit of Abelco regarding motion to transfer bank accounts to prepare for hearing.	.3	150.00
08/07/09	JD	VANACORE	Review Harold Kahn documents; emails and meeting with Sonya Johnson regarding same to draft employment interrogatories.	.4	200.00
08/07/09	JD	VANACORE	Review Bank Account hearing issues with Heiki Vogel.	.3	150.00
08/10/09	JD	VANACORE	Emails with Jeff Levitan regarding settlement meeting; review Judge Glenn's case management order and incorporate relevant terms into emails.	.2	100.00
08/10/09	JD	VANACORE	Emails with Scott Hoffman counsel regarding settlement meeting issues; review Judge Glenn's case management order regarding same.	.2	100.00
08/10/09	JD	VANACORE	Emails and telephone conference with Jen Saffer regarding settlement meeting.	.2	100.00
08/10/09	JD	VANACORE	Review 45220 answer and corporate ownership statement; emails with Robert Hirsh regarding same.	.4	200.00
08/10/09	JD	VANACORE	Telephone conference with Richard A. Stieglitz Jr. regarding hearing on bank accounts; prepare for same; review pleadings regarding same.	.5	250.00
08/10/09	HM	VOGEL	Review and analyze correspondence from Jeffrey Vanacore re preference actions.	.3	150.00
08/11/09	TF	BROWN	Review research and draft opposition brief to Defendants motions to dismiss.	5.9	3,717.00
08/11/09	TF	BROWN	Email exchange with R. Hirsh regarding scheduling conference in adversary proceeding.	.1	63.00
08/11/09	JD	VANACORE	Emails with Jeff Levitan regarding pretrial case management order in 45220.	.1	50.00
08/11/09	JD	VANACORE	Meeting with Andrew Silfen and James Sullivan regarding hearing issues.	.4	200.00
08/12/09	JD	VANACORE	Work with Heike Vogel on preparing for hearing on motion to convert case and pretrial status conference.	.3	150.00
08/12/09	JD	VANACORE	Emails with Jen Saffer regarding stipulation extending time to meet and confer; review same.	.2	100.00
08/12/09	JD	VANACORE	Prepare for settlement meeting with Harold Kahn; emails with Robert Hirsh regarding same.	.4	200.00

08/13/09	JD	VANACORE	Review substantive consolidation issues; emails with Tim Brown regarding same.	.2	100.00
08/13/09	JD	VANACORE	Prepare summary of avoidance actions for James Sullivan re hearing.	.4	200.00
08/13/09	JD	VANACORE	Review Scott Hoffman meeting issues; emails with Ed LoBello regarding same.	.2	100.00
08/17/09	JD	VANACORE	Multiple emails with 45220 counsel regarding meeting issues; review same.	.2	100.00
08/18/09	JD	VANACORE	Multiple emails with 45220 counsel regarding meeting issues; review same.	.2	100.00
08/19/09	JD	VANACORE	Multiple emails with 45220 counsel regarding meeting issues; review same.	.2	100.00
08/21/09	TF	BROWN	Telephone call with D. Yearwood and D. Kozlowski regarding rule 26 disclosures.	.3	189.00
08/21/09	TF	BROWN	Email exchanges with D. Yearwood regarding same.	.2	126.00
08/24/09	JD	VANACORE	Review and revise Rule 26 disclosures; review issues with David Yearwood; telephone conference with Jen Saffer regarding same; review scheduling order issues and resolve same.	1.2	600.00
08/27/09	TF	BROWN	Conference with R. Hirsh regarding conversion strategy and issues.	.2	126.00
08/31/09	JD	VANACORE	Emails with Scott Hoffman's counsel regarding court ordered mediation.	.1	50.00
08/31/09	JD	VANACORE	Emails with 45220's counsel regarding court ordered mediation.	.1	50.00
08/31/09	JD	VANACORE	Emails with Harold Kahn's counsel regarding court ordered mediation.	.1	50.00
08/31/09	JD	VANACORE	Telephone conference with Jen Saffer regarding court ordered mediation issues; review same.	.4	200.00

CURRENT FEES

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12,125.00

TIMEKEEPER TIME SUMMARY

TIMOTHY F. BROWN	7.5	at	\$630.00 =	4,725.00
JEFFREY VANACORE	13.2	at	\$500.00 =	6,600.00
HEIKE M. VOGEL	1.6	at	\$500.00 =	800.00
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TOTALS	22.3			12,125.00

SUBTOTAL FOR THIS MATTER

\$12,125.00

(00022) MATTER NUMBER  
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/21/09	DJ KOZLOWSKI	Gather and send fee information to RAS for professional fee matrix.	.1	38.00
08/21/09	HM VOGEL	Continue to review and revise Arent Fox July invoice in preparation of submission of same and office conference with Rob Hirsh re same.	.8	400.00
08/21/09	LA INDELICATO	Follow up regarding outstanding payments on May and June fee statements.	.5	132.50
08/24/09	HM VOGEL	Follow up with Rob Hirsh re revisions to July invoice and coordinate with accounting the incorporation of same.	.4	200.00
08/27/09	NA CONSTANTINO	Review case to determine fee application filing timeline	.1	26.50
08/27/09	LA INDELICATO	Prepare and serve monthly fee statement and prepare and file affidavit of service.	.9	238.50
08/27/09	HM VOGEL	Review and revise monthly fee application and coordinate with Lisa Indelicato the filing of same.	.9	450.00

CURRENT FEES

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1,485.50

TIMEKEEPER TIME SUMARY

HEIKE M. VOGEL	2.1	at	\$500.00 =	1,050.00
DAVID J. KOZLOWSKI	.1	at	\$380.00 =	38.00
LISA INDELICATO	1.4	at	\$265.00 =	371.00
NOVA A. CONSTANTINO	.1	at	\$265.00 =	26.50
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TOTALS	3.7			1,485.50

SUBTOTAL FOR THIS MATTER

\$1,485.50

SUMMARY OF CHARGES  
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TOTAL FOR: POSTAGE	79.30
TOTAL FOR: PHONE CHARGES	17.56
TOTAL FOR: DUPLICATING SUMMARY	491.00
TOTAL FOR: OVERTIME EXPENSE (SECRETARY)	195.00
TOTAL FOR: OTHER DATABASE SEARCH	19.24
TOTAL FOR: WESTLAW	1,749.97
TOTAL FOR: PRINTING/BINDING	3.50
TOTAL FOR: ELECTRONIC DOCUMENT DATABASE	160.00
TOTAL FOR: TAXICABS	19.00
TOTAL FOR: MEALS	68.91

	Area of Expertise, Year Admitted	Hours	Rate(\$)	Amount(\$)
<b>PARTNER</b>				
SCHUYLER CARROLL	BR, 1993 (NY)	11.90	670.00	7,973.00
JAMES M. SULLIVAN		8.30	640.00	5,312.00
TIMOTHY F. BROWN		33.50	630.00	21,105.00
ROBERT HIRSH	BR, 1998 (NY & NJ)	30.50	600.00	18,300.00
<b>ASSOCIATES</b>				
HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)	59.40	500.00	29,700.00
JEFFREY VANACORE	BR, 2001 (CO), 2003 (NY & NJ)	15.60	500.00	7,800.00
SONYA D. JOHNSON		3.10	485.00	1,503.50
ADRIENNE W. BLANKLEY	BR, 2005 (NY)	.40	420.00	168.00
RALPH BRABHAM		23.10	420.00	9,702.00
NICHOLAS PAVLIDIS	LDR	.20	410.00	82.00
DAVID J. KOZLOWSKI	BR, 2007 (NY)	39.00	380.00	14,820.00
MARK DENICORE		13.70	445.00	6,096.50
<b>PARAPROFESSIONALS</b>				
LISA INDELICATO	BR	10.10	265.00	2,676.50
NOVA A. CONSTANTINO		5.30	265.00	1,404.50
ALAYNE ONEILL		9.10	250.00	2,275.00
DAVID A. YEARWOOD	LDR	7.70	245.00	1,886.50
ALLAN G. COLLINS		3.10	155.00	480.50
JONATHAN WARD		.40	150.00	60.00
		<b>274.40</b>		<b>131,345.00</b>

Blended Rate: 478.66

BF: Banking and Finance  
BR: Bankruptcy and Reorganization  
CORP: Corporate  
EMPL: Employment Law  
HEALTH: Health Law  
INTL: International Law



031102 BH S&B Holdings LLC, et al Official Comm  
5 OCTOBER 2009

Invoice Number 1216465  
Page 32

CURRENT CHARGES FOR ALL MATTERS	2,803.48
CURRENT FEES FOR ALL MATTERS	131,345.00
TOTAL AMOUNT OF THIS INVOICE	\$134,148.48

**ARENT FOX LLP**

1050 Connecticut Ave., N.W.  
Washington, D.C 20036-5339  
Telephone: (202) 857-6000 Telecopy: (202) 857-6395  
Taxpayer Identification Number: 53-0214923

BH S&B Holdings LLC, et al Official Committee of Unsecured  
Committee

Invoice Number 1216465  
Invoice Date 10/05/09  
Client Number 031102

-----  
**- - REMITTANCE COPY - -**  
**PLEASE SEND WITH CHECK**

**TOTAL AMOUNT OF THIS INVOICE**

**\$134,148.48**

**PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:**

Arent Fox LLP  
P.O. Box 758670  
Baltimore, Maryland 21275

**WIRING INSTRUCTIONS (if applicable):**

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031102  
Client Name BH S&B Holdings LLC, et al Official Committee of Un  
Invoice Number 1216465

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

BH S&B Holdings LLC, et al Official Committee of Unsecured  
Committee

Invoice Number 1220251  
Invoice Date 10/29/09  
Client Number 031102

Category	Hours	Total
-----		
FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009		
00000 General	.00	313.78
00002 Case Management and Operating Reports	2.70	1,266.00
00004 Sale and Disposition of Assets	2.30	874.00
00006 Claims Administration and Objections	3.40	1,906.00
00007 Miscellaneous Motions and Objections	16.10	9,570.00
00008 Committee and Debtor Communications, Conference	12.20	6,886.00
00009 Adversary Proceedings	26.90	12,336.00
00017 Investigation of Secured Creditor, Equipment Les	33.70	18,988.18
00019 Chapter 5 Litigation, Collection and Investigati	39.90	20,652.00
00022 Fee Applications	9.00	3,030.50
	-----	-----
Totals	146.20	75,822.46

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

FOR CHARGES:

09/15/09	POSTAGE User Russell Jolley produced \$5.54 in postage on 09/15/2009 at 00:00 hrs	5.54
09/16/09	POSTAGE User Russell Jolley produced \$8.40 in postage on 09/16/2009 at 00:00 hrs	8.40
<b>TOTAL FOR: POSTAGE</b>		<b>13.94</b>
09/16/09	DUPLICATING SUMMARY User Charlene McCullers copied 48 on 09/16/2009 at 09:19 hrs	9.60
<b>TOTAL FOR: DUPLICATING SUMMARY</b>		<b>9.60</b>
09/30/09	OTHER DATABASE SEARCH-PACER 08/31/2009	27.56
<b>TOTAL FOR: OTHER DATABASE SEARCH</b>		<b>27.56</b>
09/04/09	WESTLAW User: CONSTANTINO,NOVA	49.00
09/04/09	WESTLAW User: CONSTANTINO,NOVA	32.66
<b>TOTAL FOR: WESTLAW</b>		<b>81.66</b>
09/22/09	FedEx Package From: Nova Constantino Company: Arent Fox LLP City/State: NEW YORK CITY, NY To: Jennifer L. Saffer, Esq. City: NEW YORK CITY, NY Received by: D.MERCADO	5.11
09/22/09	FedEx Package From: Nova Constantino Company: Arent Fox LLP City/State: NEW YORK CITY, NY To: c/o Jeffrey W. Levitan, Esq. Company: 45220, Inc. City: NEW YORK CITY, NY Received by: S.RUIZ	5.11
<b>TOTAL FOR: OVERNIGHT DELIVERY</b>		<b>10.22</b>
09/01/09	MEALS - SEAMLESS WEB PROFESSIONAL	155.35
09/01/09	MEALS - SEAMLESS WEB PROFESSIONAL	15.45
<b>TOTAL FOR: MEALS</b>		<b>170.80</b>

CURRENT CHARGES

-----  
313.78

SUBTOTAL FOR THIS MATTER

\$313.78

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
09/01/09	DJ KOZLOWSKI	Review of financial projection assessment of Ableco sharing agreement.	.2	76.00
09/04/09	HM VOGEL	Review and analyze filed copy of stipulation and agreed order among debtors, committee and Ableco and preparation of e-mail with brief explanation to committee and distribute same.	.6	300.00
09/04/09	HM VOGEL	Review and analyze joint motion of debtors and committee to set expedited hearing on emergency joint motion.	.3	150.00
09/10/09	HM VOGEL	Review and analyze Court's order approving joint motion among debtors, committee and lenders settling various disputes and proving for distribution of certain debtors' funds and payment of administrative and other expenses.	.4	200.00
09/16/09	HM VOGEL	Review and analyze filed and executed stipulation between debtors, committee and lenders and circulate to committee with brief explanation re same.	.7	350.00
09/21/09	DJ KOZLOWSKI	Review of debtors' consolidated monthly operating reports for July/August 2009.	.5	190.00

CURRENT FEES

-----  
1,266.00

TIMEKEEPER TIME SUMMARY

HEIKE M. VOGEL	2.0	at \$500.00 =	1,000.00
DAVID J. KOZLOWSKI	.7	at \$380.00 =	266.00
	-----		-----
TOTALS	2.7		1,266.00

SUBTOTAL FOR THIS MATTER

\$1,266.00

(00004) MATTER NUMBER

RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	DJ KOZLOWSKI	Review and summarize Cahill's revisions to settlement term sheet and forward to Rob Hirsh for review.	2.1	798.00
09/01/09	DJ KOZLOWSKI	Confer with Rob Hirsh about Cahill's revisions to term sheet.	.1	38.00
09/01/09	DJ KOZLOWSKI	Telephone conference with Rich Stieglitz re changes to Cahill's term sheet revision.	.1	38.00

CURRENT FEES

-----  
874.00

TIMEKEEPER TIME SUMARY

DAVID J. KOZLOWSKI	2.3	at \$380.00 =	874.00
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TOTALS	2.3		874.00

SUBTOTAL FOR THIS MATTER

\$874.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/04/09	HM VOGEL	Review and revise latest confidential list of claims	.7	350.00
09/09/09	RM HIRSH	Telephone conference with J. Kinzer regarding administrative claims objections and strategy.	.4	240.00
09/15/09	RM HIRSH	Review/analysis e-mail from Tennessee AG Office regarding claims objection (.20); Telephone conference with J. Levitin regarding status of claims objections and strategy (.70).	.9	540.00
09/23/09	RM HIRSH	Telephone conference with J. Levitin regarding claims objections, strategy and settlement (.50); Attended to objections (.60).	1.0	600.00
09/23/09	HM VOGEL	Review and analyze response by Missouri Revenue Dept. to committee and debtors' objection to claims.	.2	100.00
09/28/09	DJ KOZLOWSKI	Review and analyze Louisiana's response to claim objection.	.2	76.00

CURRENT FEES

-----  
1,906.00

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	2.3	at \$600.00 =	1,380.00
HEIKE M. VOGEL	.9	at \$500.00 =	450.00
DAVID J. KOZLOWSKI	.2	at \$380.00 =	76.00
	-----		-----
TOTALS	3.4		1,906.00

SUBTOTAL FOR THIS MATTER

\$1,906.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	RM HIRSH	Review/analysis further revised Term Sheet regarding Conversion settlement (.1.10); Multiple telephone conferences with Committee regarding continued discussion and review of revisions to Term Sheet and settlement of Ableco's conversion motion (1.80); Multiple telephone conferences with CBIZ regarding review of same and strategy (1.20); Multiple telephone conferences with R. Steiglitz regarding same (.70); Telephone conference with M. Tuchin and J. Shenson regarding negotiation of sharing arrangement with Committee (.80).	5.6	3,360.00
09/03/09	RM HIRSH	Multiple telephone conferences with Committee members regarding stipulation and settlement agreement regarding conversion (1.10); Review/analysis various versions of the Stipulation and Settlement Agreement relating the Ableco conversion motion (1.70); Multiple telephone conferences with J. Kuhns regarding same (.60); Multiple telephone conferences with counsel for the Debtor and Ableco regarding review of various versions of the settlement and stipulation and negotiation of same (3.70); Telephone conference with Court regarding status of conversion motion (.40).	6.9	4,140.00
09/04/09	RM HIRSH	Review/analysis final version of Stipulation and Settlement regarding Ableco Motion to Convert (.50); Review/analysis draft of Emergency Motion to Approve Stipulation and Settlement (.70); Multiple telephone conferences with Debtor's counsel and counsel for Ableco regarding same (.40),	1.6	960.00
09/15/09	RM HIRSH	Preparation for hearing on Stipulation of Settlement.	1.1	660.00



09/30/09 HM VOGEL

Review of Court docket in preparation  
of Court appearance before Judge Glenn  
on 10/01/2009.

.9 450.00

CURRENT FEES

-----  
9,570.00

TIMEKEEPER TIME SUMARY

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ROBERT HIRSH 15.2 at \$600.00 = 9,120.00  
HEIKE M. VOGEL .9 at \$500.00 = 450.00  
-----  
TOTALS 16.1 9,570.00

SUBTOTAL FOR THIS MATTER

\$9,570.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/02/09	DJ KOZLOWSKI	Review of committee and committee professional correspondence re settlement proposal.	.3	114.00
09/02/09	DJ KOZLOWSKI	Draft and transmit e-mail to committee re telephone conference with committee and dial in information.	.3	114.00
09/02/09	RM HIRSH	Review/analysis draft Settlement Agreement regarding Conversion settlement (1.90); Multiple telephone conferences with J. Khuns regarding continued discussion and review of revisions to Settlement Agreement of Ableco's conversion motion (1.40); Telephone conference with CBIZ regarding review of same and strategy (.40); Multiple telephone conferences with R. Steiglitz regarding same (.70); Multiple telephone conferences with M. Tuchin regarding negotiation of Settlement Agreement and terms thereto (.80); Telephone conference with sharing arrangement with Committee (.80). J. Khuns and M. Tuchin regarding same (.50).	6.5	3,900.00
09/03/09	DJ KOZLOWSKI	Multiple attempts to contact committee member with respect to approval of deal with Ableco.	.3	114.00
09/03/09	DJ KOZLOWSKI	Attend telephone conference with CBIZ and Rob Hirsh re committee direction and developments from 09/02/2009.	.3	114.00
09/03/09	HM VOGEL	Preparation for and participate in telephone conference with committee re stipulation with debtors and Ableco and strategy moving forward.	.2	100.00
09/03/09	HM VOGEL	Multiple correspondence with committee members re status of negotiations with Ableco and strategy moving forward.	.6	300.00
09/09/09	HM VOGEL	Telephone conference with committee re hearing before Judge Glenn on motions to dismiss filed by Bay Harbour, et al. and strategy moving forward.	.9	450.00
09/09/09	RM HIRSH	Conference with T. Brown regarding review of oral argument and hearing on Motions to Dismiss in preparation for Committee call (.50); Attended Committee call regarding same and	1.4	840.00

09/17/09	RM	HIRSH	strategy (.90). Telephone conference with Debtor's counsel regarding status of case and strategy.	.5	300.00
09/22/09	RM	HIRSH	Multiple telephone conferences with Committee members regarding status of case and strategy.	.5	300.00
09/24/09	RM	HIRSH	Telephone conference with J. Levitin regarding various administrative issues.	.4	240.00

CURRENT FEES

-----  
6,886.00

TIMEKEEPER TIME SUMARY

ROBERT HIRSH	9.3	at	\$600.00 =	5,580.00
HEIKE M. VOGEL	1.7	at	\$500.00 =	850.00
DAVID J. KOZLOWSKI	1.2	at	\$380.00 =	456.00
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TOTALS	12.2			6,886.00

SUBTOTAL FOR THIS MATTER

\$6,886.00

(00009) MATTER NUMBER  
RE: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	RM HIRSH	Conferenced with T. brown regarding strategy for settlement meeting with Defendants.	.5	300.00
09/01/09	RM HIRSH	Attended settlement meeting with Bay Harbour Defendants counsel.	1.1	660.00
09/01/09	NA CONSTANTINO	Serve Rule 26(a)(1) disclosures in Hoffman and 45220 adversary cases	.3	79.50
09/01/09	NA CONSTANTINO	Prepare and efile affidavits of service of Rule 26(a)(1) disclosures	.3	79.50
09/01/09	DJ KOZLOWSKI	Incorporate Sonya Johnson's additional interrogatories and document requests into Kahn discovery demands and forward same to Jeffrey Vanacore for review of same.	.4	152.00
09/01/09	DJ KOZLOWSKI	Draft, review and revise rule 26 disclosures for 45220, Inc. and Hoffman.	.7	266.00
09/01/09	DJ KOZLOWSKI	Preparation for and attendance at global meeting to discuss settlement of Bay Harbour adversary proceeding.	1.1	418.00
09/02/09	DJ KOZLOWSKI	Review and analyze pleadings, correspondence, preference analysis and response in preparation of meeting with counsel for 45220, Inc.	2.7	1,026.00
09/03/09	DJ KOZLOWSKI	Review and analyze pleadings, correspondence, preference analysis and response in preparation of meeting with counsel for 45220, Inc.	2.3	874.00
09/03/09	DJ KOZLOWSKI	Locate and forward rule 26 disclosures re Kahn to Jeffrey Vanacore and Kahn's counsel.	.2	76.00
09/03/09	NA CONSTANTINO	Update adversary calendars to include D. Kozlowski	.2	53.00
09/04/09	NA CONSTANTINO	Create binder of cases cited in response to document request	1.1	291.50
09/04/09	DJ KOZLOWSKI	Legal research re preference action.	.8	304.00
09/04/09	DJ KOZLOWSKI	Review of summary and further correspondence re strategy with respect to meeting with Kahn's counsel in preference adversary proceeding.	.3	114.00
09/04/09	DJ KOZLOWSKI	Attend meeting with counsel to 45220, inc. to discuss preference adversary proceeding.	1.3	494.00
09/04/09	DJ KOZLOWSKI	Review of Jeffrey Vanacore's summary of meeting with counsel to 45220, Inc.	.2	76.00

Date	Initials	Name	Description	Hours	Amount
09/09/09	RM	HIRSH	Conferenced with J. Vanacore regarding discovery issues relating to the preference litigations.	.5	300.00
09/10/09	RM	HIRSH	Attended to Claims Objections and various issues.	1.2	720.00
09/11/09	RM	HIRSH	Attended to preference actions and strategy.	1.6	960.00
09/14/09	RM	HIRSH	Attended to preference actions and strategy.	1.3	780.00
09/14/09	DJ	KOZLOWSKI	Review and analyze 26(a)(1) disclosures from Kahn and 45220, Inc.	.4	152.00
09/14/09	DJ	KOZLOWSKI	Review of order authorizing assumption of executory contracts from first S&B case with respect to 45220, Inc. preference adversary proceeding.	1.3	494.00
09/14/09	DJ	KOZLOWSKI	Determine status of discovery demands for all preference adversary proceedings.	.1	38.00
09/14/09	JD	VANACORE	Review standards for personal financial statements regarding Hoffman; prepare summary for Robert Hirsh; meeting with Robert Hirsh regarding same.	.6	300.00
09/14/09	JD	VANACORE	Emails with Ed Lobello regarding financial disclosure; review same with Robert Hirsh.	.3	150.00
09/14/09	NA	CONSTANTINO	Email D. Kozlowski re Rule 26 Disclosure in Bay Harbour adversary	.1	26.50
09/15/09	LA	INDELICATO	Discussion with David Kozlowski regarding status of discovery in adversary proceedings against 45220 Inc, Hoffman and Kahn.	.1	26.50
09/15/09	DJ	KOZLOWSKI	Work with Tim Brown to provide priority and administrative claims analysis information with respect to the Bay Harbour Rule 26 disclosure.	.3	114.00
09/15/09	DJ	KOZLOWSKI	Review of committee's rule 26 disclosure for Bay Harbour.	.2	76.00
09/16/09	RM	HIRSH	Attended to preference actions and strategy (2.10); Conferenced with T. Brown regarding same. (.30).	2.4	1,440.00
09/17/09	HM	VOGEL	Coordinate the payment of various deposition transcripts and correspondence to special counsel with respect to same.	.7	350.00
09/17/09	RM	HIRSH	Attended to preference litigations.	1.6	960.00
09/17/09	NA	CONSTANTINO	Email with T. Brown re affidavit of service of Rule 26 Disclosure in Bay Harbour adversary	.1	26.50
09/17/09	NA	CONSTANTINO	Draft certificate of service of Rule 26 Disclosures in Bay Harbour adversary case	.4	106.00
09/18/09	NA	CONSTANTINO	Calendar maintenance of all adversary deadlines and hearing dates	.2	53.00

CURRENT FEES

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12,336.00

TIMEKEEPER TIME SUMARY

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ROBERT HIRSH           10.2     at   \$600.00 =       6,120.00  
JEFFREY VANACORE       .9     at   \$500.00 =       450.00  
HEIKE M. VOGEL         .7     at   \$500.00 =       350.00  
DAVID J. KOZLOWSKI     12.3    at   \$380.00 =      4,674.00  
LISA INDELICATO        .1     at   \$265.00 =        26.50  
NOVA A. CONSTANTINO    2.7     at   \$265.00 =       715.50  
-----  
TOTALS                 26.9                       12,336.00

SUBTOTAL FOR THIS MATTER

\$12,336.00

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	DA YEARWOOD	Prepare Rule 2004 Production CDs for delivery to defense counsel.	.6	147.00
09/02/09	DA YEARWOOD	Telephone calls and e-mails with defense counsel to provide corrected CDs related to Rule 2004 document productions.	.4	98.00
09/02/09	CS GULLY	Prepare electronic documents for production; read and respond to emails.	2.3	563.50
09/02/09	TF BROWN	Review defendants opening and reply briefs in support of motion to dismiss and evaluate issues for oral argument.	4.9	3,087.00
09/02/09	TF BROWN	Email exchange with D. Yearwood regarding issue with Hilco documents.	.2	126.00
09/07/09	TF BROWN	Email exchange with R. Hirsh regarding 2004 production.	.2	126.00
09/07/09	TF BROWN	Prepare for oral argument of motions to dismiss.	6.7	4,221.00
09/08/09	TF BROWN	Travel from D.C. to New York for hearing on motions to dismiss and prepare en route.	2.5	1,575.00
09/08/09	TF BROWN	Continue preparation for hearing.	2.1	1,323.00
09/08/09	TF BROWN	Attend oral argument on motions to dismiss.	3.8	2,394.00
09/08/09	TF BROWN	Conferences with R. Hirsh regarding same.	.4	252.00
09/08/09	TF BROWN	Review legal research.	.8	504.00
09/08/09	CS GULLY	Prepare electronic documents for dissemination to appropriate parties.	1.3	318.50
09/08/09	MD DENICORE	Responded to T. Brown's e-mail re: owners of Bay Harbour and York entities.	.7	311.50
09/14/09	MD DENICORE	Prepared list of deponents and other potential witnesses for T. Brown.	.7	311.50
09/15/09	MD DENICORE	Reviewed Debtor's opposition to Defendants' motion to dismiss.	1.1	489.50
09/15/09	MD DENICORE	Met with T. Brown and R. Brabham to discuss response to hearing re: motions to dismiss.	.4	178.00
09/15/09	TF BROWN	Email exchanges with D. Kozlowski and B. Ryniker regarding damages issues.	.4	252.00
09/15/09	TF BROWN	Prepare and finalize initial disclosures.	1.3	819.00
09/15/09	TF BROWN	Prepare and finalize initial disclosures. Review authorities regarding corporate veil and evaluate supplemental briefing.	2.1	1,323.00

09/30/09 HM VOGEL Review and analyze certain Bay Harbour .8 400.00  
defendants' discovery requests.

CURRENT FEES

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18,819.50

TIMEKEEPER TIME SUMARY

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TIMOTHY F. BROWN 25.4 at \$630.00 = 16,002.00  
HEIKE M. VOGEL .8 at \$500.00 = 400.00  
MARK DENICORE 2.9 at \$445.00 = 1,290.50  
DAVID A. YEARWOOD 1.0 at \$245.00 = 245.00  
CHAVAH S. GULLY 3.6 at \$245.00 = 882.00  
-----  
TOTALS 33.7 18,819.50

FOR CHARGES:

09/30/09 ELECTRONIC DOCUMENT DATABASE-SEP 09 160.00

TOTAL FOR: ELECTRONIC DOCUMENT DATABAS 160.00

09/14/09 FedEx Package From: Chavah S. Gully 8.68  
Company: ARENT FOX LLP City/State: NEW  
YORK CITY, NY To: Jonathan Francis,  
Esq. Company: Arnold & Porter LLP  
City: NEW YORK CITY, NY Received by:  
M.SHAW

TOTAL FOR: OVERNIGHT DELIVERY 8.68

CURRENT CHARGES

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168.68

SUBTOTAL FOR THIS MATTER

\$18,988.18



(00019) MATTER NUMBER

RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	JD VANACORE	Prepare for court ordered mediation with Scott Hoffman; review docket; review file; review 548 employment causes of action.	1.5	750.00
09/01/09	JD VANACORE	Prepare Rule 26 disclosures for Scott Hoffman matter; telephone conference with Ed LoBello regarding same.	.4	200.00
09/01/09	JD VANACORE	Attend court ordered mediation session with Bay Harbor et al counsel (.8); conference with attorneys prior and subsequent to meeting (.7).	1.5	750.00
09/01/09	JD VANACORE	Review and revise 45220 Rule 26 disclosures; review documents; review same with David Kozlowski.	.4	200.00
09/01/09	JD VANACORE	Telephone conference with 45220 counsel regarding court ordered mediation session.	.4	200.00
09/02/09	JD VANACORE	Prepare for Kahn court ordered mediation (.9); review file and caselaw regarding same (.5).	1.4	700.00
09/02/09	JD VANACORE	Review cases cited by Mervis in 45220 litigation; emails regarding same.	.8	400.00
09/03/09	JD VANACORE	Final preparation for court ordered mediation in Harold Kahn.	1.4	700.00
09/03/09	JD VANACORE	Attend court ordered mediation at Jen Saffer's office in Kahn adversary proceeding.	3.6	1,800.00
09/03/09	JD VANACORE	Telephone conference with Ed Lobello regarding proposed Hoffman settlement; review settlement issues; emails with Robert Hirsh regarding same.	.4	200.00
09/03/09	JD VANACORE	Draft memo summarizing Kahn mediation. Strategy regarding same.	.4	200.00
09/04/09	JD VANACORE	Prepare for meeting with 45220 counsel (.8); complete review of file (.7); review cases cited by opposing counsel (1.3).	2.8	1,400.00
09/04/09	JD VANACORE	Meeting with David Kozlowski to prepare for court ordered mediation with 45220.	1.2	600.00
09/04/09	JD VANACORE	Attend court ordered mediation with 45220.	3.2	1,600.00
09/04/09	JD VANACORE	Telephone conference with Jen Saffer regarding litigation issues and review same.	.2	100.00

09/08/09	JD	VANACORE	Telephone conference with Jen Saffer regarding Rule 26 disclosures; review same.	.4	200.00
09/09/09	HM	VOGEL	Review and analyze claims against 45220, Inc. in preparation of drafting discovery requests.	.8	400.00
09/09/09	HM	VOGEL	Review and analyze claims against Kahn and employment questions in preparation of drafting discovery requests.	.9	450.00
09/10/09	TF	BROWN	Review hearing notes and briefing and evaluate possibility of supplemental brief regarding Delaware law on veil piercing.	1.9	1,197.00
09/10/09	JD	VANACORE	Telephone conference with Michael Mervis regarding discovery issues; review draft of same to answer Michael Mervis issues.	.4	200.00
09/10/09	JD	VANACORE	Telephone conference with Jen Saffer regarding discovery issues; emails regarding same.	.4	200.00
09/12/09	JD	VANACORE	Emails with Ed Lobello regarding Hoffman adversary proceeding; review financial statements regarding same.	.2	100.00
09/14/09	HM	VOGEL	Continue to review and revise interrogatories for 45220, Inc. and follow up office conference with Jeffrey Vanacore re same.	1.4	700.00
09/16/09	TF	BROWN	Evaluate issues for supplemental brief or if necessary reconsideration.	1.6	1,008.00
09/17/09	HM	VOGEL	Continue to review and revise 45220, Inc. interrogatories and review of bankruptcy code, Court docket and amended complaint with respect to same.	1.3	650.00
09/17/09	HM	VOGEL	Continue to review and revise Kahn interrogatories and review of certain employment questions, amended complaint and Court docket with respect to same.	1.7	850.00
09/18/09	HM	VOGEL	Final review of interrogatories and document requests against Kahn and 45220 and distribute to Jeffrey Vanacore and follow up discussion with Jeffrey Vanacore re same.	.9	450.00
09/18/09	TF	BROWN	Email exchange with D. Yearwood regarding production of J. Cohn documents.	.2	126.00
09/20/09	JD	VANACORE	Review and revise discovery including request for admissions; document demands and interrogatories; strategy regarding litigation.	2.6	1,300.00
09/21/09	JD	VANACORE	Review Hoffman financial statement issues; emails and telephone conference with Ed Lobello regarding same.	.2	100.00

09/21/09	HM	VOGEL	Correspondence with Jeffrey Vanacore re services of interrogatories for Kahn and 45220 and follow up with David Kozlowski re same.	.4	200.00
09/21/09	HM	VOGEL	Final review of interrogatories and document production requested from Kahn and 42500.	.7	350.00
09/21/09	TF	BROWN	Prepare memorandum to Committee regarding strategy.	1.1	693.00
09/22/09	TF	BROWN	Email exchanges with R. Hirsh regarding revisions to memorandum to Committee regarding further briefing.	.3	189.00
09/22/09	JD	VANACORE	Review Kahn amended disclosures; strategy regarding same.	.3	150.00
09/22/09	JD	VANACORE	Meeting with Robert Hirsh regarding Kahn case strategy; resolve outstanding issues regarding same.	.3	150.00
09/24/09	JD	VANACORE	Review Kahn scheduling issues; telephone conference with Jennifer Saffer regarding same; review expert issues with Robert Hirsh.	.4	200.00
09/24/09	JD	VANACORE	Telephone conference and emails with Jen Saffer regarding scheduling issues; review same.	.3	150.00
09/24/09	TF	BROWN	Evaluate issues regarding settlement with Prevor and Shore.	.3	189.00
09/25/09	JD	VANACORE	Review Hoffman financial statement disclosure issues; telephone conference and emails with Ed Lobello regarding same.	.2	100.00
09/28/09	JD	VANACORE	Review expert disclosure issues; review same with David Kozlowski; brief research regarding same; resolve outstanding issues.	.4	200.00
09/29/09	JD	VANACORE	Review expert disclosure issues; work with David Kozlowski regarding same; emails regarding same.	.2	100.00
09/29/09	JD	VANACORE	Review tax return and financial information; emails with Ed Lobello regarding same.	.5	250.00

CURRENT FEES

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20,652.00

TIMEKEEPER TIME SUMARY

TIMOTHY F. BROWN	5.4	at	\$630.00 =	3,402.00
JEFFREY VANACORE	26.4	at	\$500.00 =	13,200.00
HEIKE M. VOGEL	8.1	at	\$500.00 =	4,050.00
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TOTALS	39.9			20,652.00

SUBTOTAL FOR THIS MATTER

\$20,652.00

(00022) MATTER NUMBER  
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/02/09	LA INDELICATO	Review docket, determine status of July fee statement, correspond with Rob Hirsh regarding service of July fee statement, retrieve affidavit of service and forward to counsel.	.3	79.50
09/10/09	NA CONSTANTINO	Review fee compensation deadlines	.1	26.50
09/10/09	HM VOGEL	Review and analyze invoices submitted by RAS Management.	.6	300.00
09/16/09	HM VOGEL	Review and analyze Cahill monthly fee application.	.7	350.00
09/22/09	HM VOGEL	Correspondence with Nova Constantino re preparation of second quarterly fee application and review of debtors' fee application.	.6	300.00
09/22/09	NA CONSTANTINO	Emails with CBIZ re August invoice	.2	53.00
09/23/09	NA CONSTANTINO	Draft 2nd interim fee application	3.2	848.00
09/23/09	NA CONSTANTINO	Continue work on 2nd interim fee application	2.3	609.50
09/23/09	HM VOGEL	Review and revise Arent Fox August invoice in preparation of filing same.	.3	150.00
09/24/09	DJ KOZLOWSKI	Review and summarize Jackson Lewis's fee application and forward to Rob Hirsh.	.3	114.00
09/28/09	HM VOGEL	Continue review of Arent Fox August invoice in preparation of monthly fee application.	.4	200.00

CURRENT FEES

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3,030.50

TIMEKEEPER TIME SUMARY

HEIKE M. VOGEL	2.6	at	\$500.00 =	1,300.00
DAVID J. KOZLOWSKI	.3	at	\$380.00 =	114.00
LISA INDELICATO	.3	at	\$265.00 =	79.50
NOVA A. CONSTANTINO	5.8	at	\$265.00 =	1,537.00
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TOTALS	9.0			3,030.50

SUBTOTAL FOR THIS MATTER

\$3,030.50

031102 BH S&B Holdings LLC, et al Official Comm  
29 OCTOBER 2009

Invoice Number 1220251  
Page 19

SUMMARY OF CHARGES  
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TOTAL FOR: POSTAGE	13.94
TOTAL FOR: DUPLICATING SUMMARY	9.60
TOTAL FOR: OTHER DATABASE SEARCH	27.56
TOTAL FOR: WESTLAW	81.66
TOTAL FOR: ELECTRONIC DOCUMENT DATABASE	160.00
TOTAL FOR: OVERNIGHT DELIVERY	18.90
TOTAL FOR: MEALS	170.80

Area of Expertise, Year Admitted		Hours	Rate (\$)	Amount (\$)
<b>PARTNER</b>				
TIMOTHY F. BROWN	BR, 1998 (NY & NJ)	30.80	630.00	19,404.00
ROBERT HIRSH		37.00	600.00	22,200.00
<b>ASSOCIATES</b>				
HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)	17.70	500.00	8,850.00
JEFFREY VANACORE	BR, 2001 (CO), 2003 (NY & NJ)	27.30	500.00	13,650.00
DAVID J. KOZLOWSKI	BR, 2007 (NY)	17.00	380.00	6,460.00
MARK DENICORE		2.90	445.00	1,290.50
<b>PARAPROFESSIONALS</b>				
LISA INDELICATO	BR	.40	265.00	106.00
NOVA A. CONSTANTINO		8.50	265.00	2,252.50
CHAVAH S. GULLY		3.60	245.00	882.00
DAVID A. YEARWOOD	LDR	1.00	245.00	245.00
			<b>146.20</b>	<b>75,340.00</b>

Blended Rate: 515.32

BF: Banking and Finance  
BR: Bankruptcy and Reorganization  
CORP: Corporate  
EMPL: Employment Law  
HEALTH: Health Law  
INTL: International Law  
LDR: Litigation Dispute Resolution  
RE: Real Estate

031102 BH S&B Holdings LLC, et al Official Comm  
29 OCTOBER 2009

Invoice Number 1220251  
Page 21

CURRENT CHARGES FOR ALL MATTERS	482.46
CURRENT FEES FOR ALL MATTERS	75,340.00
TOTAL AMOUNT OF THIS INVOICE	\$75,822.46

**ARENT FOX LLP**  
1050 Connecticut Ave., N.W.  
Washington, D.C 20036-5339  
Telephone: (202) 857-6000 Telecopy: (202) 857-6395  
Taxpayer Identification Number: 53-0214923

BH S&B Holdings LLC, et al Official Committee of Unsecured  
Committee

Invoice Number 1220251  
Invoice Date 10/29/09  
Client Number 031102

-----  
**- - REMITTANCE COPY - -**  
**PLEASE SEND WITH CHECK**

**TOTAL AMOUNT OF THIS INVOICE**

**\$75,822.46**

**PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:**

Arent Fox LLP  
P.O. Box 758670  
Baltimore, Maryland 21275

**WIRING INSTRUCTIONS (if applicable):**

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031102  
Client Name BH S&B Holdings LLC, et al Official Committee of Un  
Invoice Number 1220251

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.



# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

BH S&B Holdings LLC, et al Official Committee of Unsecured  
Committee

Invoice Number 1223498  
Invoice Date 11/30/09  
Client Number 031102

Category	Hours	Total
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FOR PROFESSIONAL SERVICES RENDERED THROUGH OCTOBER 31, 2009		
00000 General	.00	1,259.82
00006 Claims Administration and Objections	3.20	1,830.00
00008 Committee and Debtor Communications, Conference	11.10	5,358.00
00009 Adversary Proceedings	17.70	7,895.50
00010 Professional Retention	6.10	2,025.50
00017 Investigation of Secured Creditor, Equipment Les	70.60	35,021.20
00019 Chapter 5 Litigation, Collection and Investigati	132.50	65,760.00
00022 Fee Applications	13.90	5,258.00
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Totals	255.10	124,408.02

(00000) MATTER NUMBER

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

FOR CHARGES:

10/06/09	POSTAGE User produced \$10.35 in postage on 10/06/2009 at 12:32 hrs	10.35
10/15/09	POSTAGE User produced \$34.00 in postage on 10/15/2009 at 12:05 hrs	34.00
10/15/09	POSTAGE User Nakia Hackett produced \$9.76 in postage on 10/15/2009 at 00:00 hrs	9.76
10/30/09	POSTAGE User produced \$13.75 in postage on 10/30/2009 at 14:37 hrs	13.75

**TOTAL FOR: POSTAGE 67.86**

09/09/09	PHONE CHARGES	31.61
09/03/09	PHONE CHARGES	3.23
08/25/09	PHONE CHARGES	28.65
08/25/09	PHONE CHARGES	3.66
08/31/09	PHONE CHARGES	34.76
08/31/09	PHONE CHARGES	30.47
09/02/09	PHONE CHARGES	19.04
10/06/09	PHONE CHARGES	21.93

**TOTAL FOR: PHONE CHARGES 173.35**

10/28/09	DUPLICATING SUMMARY User copied 1135 on 10/28/2009 at 10:24 hrs	227.00
10/29/09	DUPLICATING SUMMARY User copied 783 on 10/29/2009 at 14:47 hrs	156.60
10/15/09	DUPLICATING SUMMARY User Charlene McCullers copied 40 on 10/15/2009 at 16:51 hrs	8.00
10/15/09	DUPLICATING SUMMARY User Timothy Brown copied 63 on 10/15/2009 at 21:56 hrs	12.60
10/12/09	DUPLICATING SUMMARY User Susan Mackey copied 231 on 10/12/2009 at 09:39 hrs	46.20

**TOTAL FOR: DUPLICATING SUMMARY 450.40**

10/01/09	OVERTIME EXPENSE (SECRETARY)	15.00
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**TOTAL FOR: OVERTIME EXPENSE (SECRETARY 15.00**

10/31/09	OTHER DATABASE SEARCH-PACER 09/30/2009	3.12
10/31/09	OTHER DATABASE SEARCH-PACER 09/30/2009	2.39
10/31/09	OTHER DATABASE SEARCH-PACER 09/30/2009	1.35

**TOTAL FOR: OTHER DATABASE SEARCH 6.86**

10/29/09	WESTLAW User: CONSTANTINO,NOVA	166.59
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10/29/09	WESTLAW User: CONSTANTINO,NOVA	138.82
10/20/09	WESTLAW User: OTTAVIANO,DEANNE	7.95
10/20/09	WESTLAW User: OTTAVIANO,DEANNE	100.17
10/20/09	WESTLAW User: OTTAVIANO,DEANNE	76.06

**TOTAL FOR: WESTLAW 489.59**

10/25/09	OVERTIME MEALS & CABS - JORDANA RENERT WORKING DINNER	7.58
10/25/09	OVERTIME MEALS & CABS - JORDANA RENERT CAB FARE HOME FROM OFFICE	22.10

**TOTAL FOR: OVERTIME MEALS & CABS 29.68**

09/03/09	TAXICABS - JEFFREY VANACORE SUBWAY TO MEDIATION IN KAHN	4.00
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**TOTAL FOR: TAXICABS 4.00**

10/06/09	FedEx Package From: Nova Constantino Company: Arent Fox LLP City/State: NEW YORK CITY, NY To: Edward J. LoBello, Esq. Company: Meyer, Suozzi, English & Klein City: GARDEN CITY, NY Received by: A.ANDERSON	7.14
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10/07/09	FedEx Package From: Jonathan Parsons Company: Arent Fox, LLP City/State: NEW YORK CITY, NY To: Hon. Martin Glenn Company: US Bankruptcy Court, SDNY City: NEW YORK CITY, NY Received by: J.CHIEN	5.54
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10/28/09	FedEx Package From: Nova Constantino Company: Arent Fox LLP City/State: NEW YORK CITY, NY To: Honorable Martin Glenn Company: U.S. Bankruptcy Court City: NEW YORK CITY, NY Received by: K.CAPPIELLO	5.20
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10/30/09	FedEx Package From: Nova Constantino Company: Arent Fox LLP City/State: NEW YORK CITY, NY To: Paul Schwartzberg, Esq. Company: Office of the U.S. Trustee City: NEW YORK CITY, NY Received by: .MENDOZA	5.20
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**TOTAL FOR: OVERNIGHT DELIVERY 23.08**

CURRENT CHARGES

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1,259.82

SUBTOTAL FOR THIS MATTER

\$1,259.82

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	HM VOGEL	Preparation for hearing re omnibus claims objections and appear before Judge Glenn.	.9	450.00
10/08/09	RM HIRSH	Attended to claims objections and strategy.	.7	420.00
10/13/09	RM HIRSH	Telephone conference with J. Shenson regarding claims objections and status.	.5	300.00
10/17/09	RM HIRSH	Review/analysis joint Debtor and Committee Objections to Claims.	1.1	660.00

CURRENT FEES

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1,830.00

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	2.3	at \$600.00 =	1,380.00
HEIKE M. VOGEL	.9	at \$500.00 =	450.00
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TOTALS	3.2		1,830.00

SUBTOTAL FOR THIS MATTER

\$1,830.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/06/09	HM VOGEL	Review of latest update and summary of case by Tim Brown to committee and internal follow up with respect to same.	.6	300.00
10/06/09	RM HIRSH	Telephone conference with J. Kuhns regarding status of case and strategy.	.5	300.00
10/08/09	RM HIRSH	Review/analysis various e-mail communications from J. Shenson (.40); Preparation of e-mail correspondence to Committee regarding same (.30).	.7	420.00
10/09/09	HM VOGEL	Preparation of e-mail to committee re remaining preference actions and strategy moving forward with respect to handling same.	.3	150.00
10/16/09	HM VOGEL	Review of summary by Jeffrey Vanacore re Kahn and Hoffman cases and correspondence with Rob Hirsh with respect to same and review of financial information provided by Hoffman.	.4	200.00
10/17/09	HM VOGEL	Review and revise e-mail to committee summarizing status of Kahn and Hoffman cases and possible strategies moving forward and correspondence with Rob Hirsh re same.	.9	450.00
10/19/09	HM VOGEL	Multiple correspondence with committee and individual committee members re possible strategies moving forward with respect to Hoffman and Kahn cases and follow up with Jeffrey Vanacore re same.	1.2	600.00
10/19/09	DJ KOZLOWSKI	Review correspondence with the Committee re the Kahn and Hoffman adversary proceedings and settlement proposals/authority.	.4	152.00
10/21/09	DJ KOZLOWSKI	Attend telephone conference with respect to Kahn settlement mediation.	.9	342.00
10/21/09	DJ KOZLOWSKI	Review of correspondence between committee and professionals with respect to Kahn mediation.	.1	38.00
10/22/09	DJ KOZLOWSKI	Preparation for and attend multiple telephone conferences with committee re Kahn mediation.	1.2	456.00
10/22/09	HM VOGEL	Multiple correspondence with committee re participation in continued mediation in Kahn case.	1.2	600.00

10/22/09	HM	VOGEL	Telephone conferences with several committee members re status of mediation in Kahn case and strategies moving forward.	.9	450.00
10/23/09	HM	VOGEL	Preparation of correspondence to committee providing update on Kahn case and request for input on Hoffman settlement proposal.	.4	200.00
10/26/09	HM	VOGEL	Draft, review and revise e-mail summary to committee with respect to directors and officers' lift stay motion and draft limited objection attaching same.	.8	400.00
10/27/09	HM	VOGEL	Draft, review and revise summary for committee answering committee's questions with respect to D&O policy, limited objection and distribute summary re same.	.4	200.00
10/30/09	HM	VOGEL	Correspondence with committee members re remaining preferences and strategy moving forward.	.2	100.00

CURRENT FEES

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5,358.00

TIMEKEEPER TIME SUMARY

ROBERT HIRSH	1.2	at \$600.00 =	720.00
HEIKE M. VOGEL	7.3	at \$500.00 =	3,650.00
DAVID J. KOZLOWSKI	2.6	at \$380.00 =	988.00
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TOTALS	11.1		5,358.00

SUBTOTAL FOR THIS MATTER

\$5,358.00

(00009) MATTER NUMBER  
RE: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	DJ KOZLOWSKI	Telephone conference with Kahn's attorney re upcoming meeting.	.2	76.00
10/01/09	DJ KOZLOWSKI	Work with Jeffrey Vanacore and telephone conferences with Kahn's attorney with respect to amended scheduling order.	1.1	418.00
10/01/09	DJ KOZLOWSKI	Review and revise Kahn's attorney's letter to Court and amended scheduling order and forward to Kahn's attorney.	.7	266.00
10/02/09	DJ KOZLOWSKI	Review of proposed order submitted by Kahn's attorney to ensure it includes only the agreed to changes.	.2	76.00
10/05/09	RM HIRSH	Prepared for and attended court Status Conference.	1.1	660.00
10/06/09	RM HIRSH	Attended to preference litigations and meditation strategy (1.10); Multiple conferences with T. Brown regarding same (.50).	1.6	960.00
10/06/09	TF BROWN	Review amended scheduling order in Kahn.	.2	126.00
10/06/09	DJ KOZLOWSKI	Correspondence with Nick Pavlidis re review of expert disclosures.	.1	38.00
10/06/09	DJ KOZLOWSKI	Draft discovery documents for Hoffman.	.9	342.00
10/06/09	DJ KOZLOWSKI	Review of revised scheduling order entered in the Kahn adversary proceeding.	.1	38.00
10/06/09	DJ KOZLOWSKI	Correspondence with Jeffrey Vanacore re drafting additional disclosure.	.1	38.00
10/06/09	NA CONSTANTINO	Review Amended and Second Amended Case Management and Scheduling Order, calendar dates and circulate	.6	159.00
10/06/09	NA CONSTANTINO	Finalize and email Committee's First Set of Interrogatories in Hoffman adversary case	.1	26.50
10/06/09	NA CONSTANTINO	Prepare overnight delivery of Interrogatories in Hoffman adversary	.2	53.00
10/06/09	NA CONSTANTINO	Prepare and efile affidavit of service of Committee's first set of interrogatories	.2	53.00
10/07/09	NA CONSTANTINO	Review Order Setting Mediation Deadlines in Kahn adversary case and calendar	.1	26.50
10/07/09	DJ KOZLOWSKI	Locate responsive documents in reply to document request of 45220, Inc.	.3	114.00
10/07/09	RM HIRSH	Attended to preference actions and strategy.	1.1	660.00

10/07/09	NP	PAVLIDIS	Work with D. Kozlowski regarding document review.	.2	82.00
10/07/09	NP	PAVLIDIS	Review master document list regarding preference litigation.	.2	82.00
10/09/09	DJ	KOZLOWSKI	Review of upcoming deadlines and advise Jeffrey Vanacore re same.	.1	38.00
10/13/09	DJ	KOZLOWSKI	Review of correspondence with respect to discovery documents for Kahn preference action.	.1	38.00
10/14/09	DJ	KOZLOWSKI	Correspond with Committee professionals re Kahn AP.	.2	76.00
10/15/09	DJ	KOZLOWSKI	Telephone call and follow-up email to Kahn's attorney with regard to the mediation statement.	.3	114.00
10/15/09	DJ	KOZLOWSKI	Review first draft of mediation statement.	.2	76.00
10/16/09	DJ	KOZLOWSKI	Office meeting with Jeff Vanacore re Kahn.	.1	38.00
10/16/09	DJ	KOZLOWSKI	Review and revise mediation statement.	.8	304.00
10/19/09	TF	BROWN	Review multiple email exchanges regarding settlement status.	.3	189.00
10/21/09	NA	CONSTANTINO	Email J. Sarna re Stipulated Protective Order entered in main case	.1	26.50
10/22/09	DJ	KOZLOWSKI	Multiple office conferences with Heike Vogel to review and summarize mediation.	.8	304.00
10/26/09	TF	BROWN	Conference call with J. Vanacore regarding committee deposition and document discovery issues.	.3	189.00
10/26/09	NA	CONSTANTINO	Prepare Notice of Deposition of Kahn in Kahn adversary case	.4	106.00
10/27/09	TF	BROWN	Review email from Kahn counsel regarding depositions and evaluate appropriate response.	.3	189.00
10/27/09	TF	BROWN	Email exchanges with J. Vanacore and R. Hirsh regarding depositions.	.2	126.00
10/28/09	TF	BROWN	Review J. Vanacore email regarding Kahn document production.	.1	63.00
10/28/09	TF	BROWN	Review J. Vanacore email regarding Kahn document production. conference call and email with J. Vanacore regarding same.	.2	126.00
10/29/09	NP	PAVLIDIS	Review protective order and discovery materials to prepare for meeting with J. Vanacore and call with J. Sarna.	.8	328.00
10/29/09	NP	PAVLIDIS	Call with J. Vanacore and J. Sarna regarding discovery and settlement issues.	.9	369.00
10/29/09	NP	PAVLIDIS	Follow-up call with J. Vanacore and J. Sarna regarding discovery and settlement issues.	.3	123.00
10/29/09	NP	PAVLIDIS	Third call with J. Vanacore and J. Sarna regarding discovery and settlement issues.	.3	123.00



10/29/09	NP	PAVLIDIS	Meeting with R. Hirsh and J. Vanacore regarding discovery and settlement issues.	.7	287.00
10/29/09	NP	PAVLIDIS	Analysis of discovery issues with J. Vanacore.	.3	123.00
10/29/09	NP	PAVLIDIS	Follow-up review of discovery issues in connection with preparing for production and protective order.	.6	246.00

CURRENT FEES

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7,895.50

TIMEKEEPER TIME SUMARY

TIMOTHY F. BROWN	1.6	at	\$630.00 =	1,008.00
ROBERT HIRSH	3.8	at	\$600.00 =	2,280.00
NICHOLAS PAVLIDIS	4.3	at	\$410.00 =	1,763.00
DAVID J. KOZLOWSKI	6.3	at	\$380.00 =	2,394.00
NOVA A. CONSTANTINO	1.7	at	\$265.00 =	450.50
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TOTALS	17.7			7,895.50

SUBTOTAL FOR THIS MATTER

\$7,895.50

(00010) MATTER NUMBER  
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/07/09	JR RENERT	Meet with D. Kozlowski regarding supplemental disclosure.	.2	66.00
10/07/09	JR RENERT	Draft supplemental disclosure.	1.5	495.00
10/07/09	NA CONSTANTINO	Review docket to confirm that second supplemental disclosure of AF connections was not filed	.1	26.50
10/07/09	DJ KOZLOWSKI	Office conference with Jordana Renert re drafting supplemental disclosure with respect to Judge Morris for Kahn case.	.2	76.00
10/07/09	LA INDELICATO	Research of connection with Ohio State University and correspond with Heike Vogel and Karen Lehmkuhl regarding potential conflict.	.6	159.00
10/08/09	DJ KOZLOWSKI	Revisions to supplemental disclosure with respect to Judge Morris as mediator.	.6	228.00
10/08/09	JD VANACORE	Review and revise supplemental disclosures in Kahn adversary proceeding.	.3	150.00
10/08/09	GP ANGELICH	Review and revise disclosure re Judge Morris	.3	144.00
10/08/09	JR RENERT	Meet with D. Kozlowski regarding comments to supplemental disclosure.	.1	33.00
10/08/09	JR RENERT	Review and revise supplemental disclosure.	.2	66.00
10/08/09	JR RENERT	Meet with G. Angelich regarding supplemental disclosure.	.2	66.00
10/08/09	JR RENERT	Meet with A. Silfen regarding supplemental disclosure and revise same.	.2	66.00
10/09/09	NA CONSTANTINO	Efile second supplemental declarations in main case and Kahn adversary case	.4	106.00
10/09/09	NA CONSTANTINO	Compile service list of parties to be served the second supplemental declaration	.4	106.00
10/09/09	JR RENERT	Coordinate and oversee filing of supplemental declaration.	.4	132.00
10/14/09	NA CONSTANTINO	Prepare and efile affidavit of service of second supplemental declaration	.2	53.00
10/26/09	NA CONSTANTINO	Review Thomson West connection for H. Vogel	.2	53.00

CURRENT FEES

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2,025.50

TIMEKEEPER TIME SUMARY

GEORGE P. ANGELICH	.3	at	\$480.00 =	144.00
JEFFREY VANACORE	.3	at	\$500.00 =	150.00
DAVID J. KOZLOWSKI	.8	at	\$380.00 =	304.00
JORDANA RENERT	2.8	at	\$330.00 =	924.00
LISA INDELICATO	.6	at	\$265.00 =	159.00
NOVA A. CONSTANTINO	1.3	at	\$265.00 =	344.50
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TOTALS	6.1			2,025.50

SUBTOTAL FOR THIS MATTER

\$2,025.50

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	DJ KOZLOWSKI	Review of rule 26 disclosures from Bay Harbour, York, Holdco and Finco.	.3	114.00
10/01/09	TF BROWN	Revise Prevor settlement.	.4	252.00
10/01/09	TF BROWN	Review email from Prevor counsel regarding exhibits and email D. Yearwood regarding same.	.2	126.00
10/05/09	TF BROWN	Review insurance policy from St. Paul mercury insurance produced by P. Selden this morning.	.3	189.00
10/05/09	TF BROWN	Review and evaluate email from D. Kozlowski regarding Defendants' proposed stipulation and motion regarding insurance policies.	.2	126.00
10/05/09	HM VOGEL	Draft, review and revise summary for Jonathan Shenson re status of Bay Harbour litigation, outcome of hearing re dismissal motions, litigation fund and preference actions.	1.8	900.00
10/05/09	HM VOGEL	Preparation of e-mail to Rob Hirsh with brief explanation re summary for Jonathan Shenson and annexing same.	.3	150.00
10/05/09	HM VOGEL	Review and analyze defendants' rule 26(a)(1) disclosures.	.4	200.00
10/05/09	DJ KOZLOWSKI	Review and summarize stipulation among debtors, Holdco, officers and directors re lifting stay with respect to D&O insurance paying defense costs and forward same to Rob Hirsh.	.7	266.00
10/06/09	TF BROWN	Review Sugarman interrogatories in Bay Harbour adversary proceeding.	.4	252.00
10/06/09	TF BROWN	Review scheduling order and evaluate issues pertaining to stay of discovery.	.5	315.00
10/06/09	TF BROWN	Telephone call with R. Hirsh regarding conference call with defendants regarding same.	.1	63.00
10/06/09	TF BROWN	Conference call with Defendants counsel regarding same.	.4	252.00
10/06/09	TF BROWN	Follow-up calls with R. Hirsh.	.5	315.00
10/07/09	TF BROWN	Prepare draft letter to Judge Glenn regarding stay .	.6	378.00
10/07/09	TF BROWN	Telephone call with R. Hirsh regarding same.	.2	126.00
10/07/09	TF BROWN	Email defendants regarding same.	.1	63.00
10/07/09	TF BROWN	Conference call with R. Hirsh and H. Vogel regarding same.	.4	252.00
10/07/09	TF BROWN	Review I. Dahan email	.2	126.00

10/07/09	TF	BROWN	Email H. Vogel regarding same.	.1	63.00
10/07/09	HM	VOGEL	Telephone conference with Tim Brown, Rob Hirsh re letter to Judge Glenn requesting stay of proceeding and follow up with Rob Hirsh.	.2	100.00
10/07/09	HM	VOGEL	Review and revise cover letter to Judge Glenn and coordinate delivery of same to Chambers and all counsel of record.	1.1	550.00
10/07/09	HM	VOGEL	Review and revise summary to Jonathan Shenson and e-mail same with brief explanation.	.6	300.00
10/08/09	TF	BROWN	Review and respond to I. Dahan email regarding requested stay.	.3	189.00
10/08/09	TF	BROWN	Further email exchange regarding same.	.2	126.00
10/08/09	TF	BROWN	Telephone call with R. Hirsh regarding request for stay and amended complaint	.2	126.00
10/08/09	HM	VOGEL	Review of multiple correspondence by defendants' counsel and responses by Tim Brown re letter to Judge Glenn.	.4	200.00
10/13/09	CS	GULLY	Update database to facilitate case team online research and review; read and respond to emails.	.9	220.50
10/14/09	TF	BROWN	Review and respond to emails regarding Sugarman and Cohn documents.	.3	189.00
10/14/09	TF	BROWN	Conference with A. O'Neill regarding Sugarman documents.	.2	126.00
10/14/09	TF	BROWN	Telephone call with R. Hirsh regarding Cohn documents.	.1	63.00
10/14/09	TF	BROWN	Telephone call with R. Hirsh regarding documents in possession of S. Markowitz.	.1	63.00
10/14/09	TF	BROWN	Review previous document requests and responses and outline topics for document requests.	1.6	1,008.00
10/14/09	TF	BROWN	Review and revise list of document requests from M. Denicore.	1.3	819.00
10/14/09	TF	BROWN	Review and evaluate allegations for inclusion in amended complaint.	1.7	1,071.00
10/14/09	LA	INDELICATO	Correspondence to and from Tim Brown regarding Bay Harbour document productions.	.1	26.50
10/14/09	LA	INDELICATO	Discussion with Alayne O'Neill regarding Bay Harbour document productions.	.1	26.50
10/14/09	LA	INDELICATO	Search for documents produced by JH Cohn.	.4	106.00
10/14/09	LA	INDELICATO	Locate documents produced by Sugarman & Todd and arrange for copies to be sent to counsel.	.5	132.50
10/14/09	NA	CONSTANTINO	Efile Letter to Judge Glenn dated 10/07/09	.2	53.00
10/15/09	NA	CONSTANTINO	Review notice of hearing filed by Defendants in Bay Harbour adversary and determine if necessary to calendar	.1	26.50

10/15/09	NA	CONSTANTINO	Calendar objection deadline and hearing date re Bay Harbour adversary motion regarding payment of defense costs	.1	26.50
10/15/09	DM	OTTAVIANO	Emails to T. Brown re: D&O policy and motion to set aside stay.	.2	111.00
10/15/09	TF	BROWN	Review emails and summaries email regarding document requests and documents produced.	.4	252.00
10/15/09	TF	BROWN	Further review of materials for preparation of amended complaint and document requests.	2.9	1,827.00
10/15/09	TF	BROWN	Revise and finalize document requests.	3.3	2,079.00
10/15/09	CS	GULLY	Update report to case team based on provided search terms; read and respond to emails.	1.8	441.00
10/16/09	TF	BROWN	Conference with R. Hirsh and D. Ottaviano regarding defendants insurance motion.	.2	126.00
10/16/09	TF	BROWN	Review motion for relief from stay and insurance policy.	.6	378.00
10/16/09	DM	OTTAVIANO	Read motion to set aside stay to pay D&O insurance claims, memorandum and attachments.	.9	499.50
10/16/09	DM	OTTAVIANO	Conference with T. Brown and R. Hirsh re: motion to set aside stay to pay D&O insurance claims, memorandum and attachments.	.4	222.00
10/16/09	NA	CONSTANTINO	Review amended notice of hearing in Bay Harbour adversary case and calendar and sign up H. Vogel to receive ecf notices in same case	.2	53.00
10/16/09	TF	BROWN	Review email exchange regarding stay and stay order.	.2	126.00
10/16/09	TF	BROWN	Review outstanding discovery and evaluate impact of stay on status and strategy.	.3	189.00
10/20/09	DM	OTTAVIANO	Research and draft email memo to T. Brown and R. Hirsh re: rationale for opposing/limiting motion to set aside stay to pay D&O insurance costs.	1.8	999.00
10/20/09	TF	BROWN	Review e-memo from D. Ottaviano regarding legal issues and holdings pertinent to motion for relief from stay regarding D&O policy.	.3	189.00
10/23/09	HM	VOGEL	Office conference and work with Jordana Renert re defendants' lift stay motion to collect defense costs under D&O policy.	.6	300.00
10/23/09	TF	BROWN	Review emails regarding insurance motion.	.3	189.00
10/23/09	TF	BROWN	Telephone call with R. Hirsh regarding same.	.2	126.00
10/23/09	TF	BROWN	Telephone call with Jordana Renert regarding same.	.2	126.00

Date	Initials	Name	Description	Hours	Amount
10/23/09	JR	RENERT	Telephone call with T. Brown regarding insurance and automatic stay question.	.2	66.00
10/23/09	JR	RENERT	Review materials regarding insurance and automatic stay issue.	.5	165.00
10/23/09	JR	RENERT	Research regarding insurance and automatic stay issues.	4.1	1,353.00
10/24/09	HM	VOGEL	Work with Jordana Renert re preparation of limited objection to defendant's motion to modify automatic stay to collect defense costs under D&O policies and internal correspondence with regard to same.	1.1	550.00
10/25/09	JR	RENERT	Draft limited objection to lift stay motion.	3.8	1,254.00
10/26/09	JR	RENERT	Further revisions to objection to lift stay motion per comments from H. Vogel and T. Brown.	3.6	1,188.00
10/26/09	TF	BROWN	Review draft opposition and evaluate issues for revision.	1.1	693.00
10/26/09	TF	BROWN	Email J. Renert regarding same.	.3	189.00
10/26/09	TF	BROWN	Telephone call with J. Renert regarding changes to brief.	.3	189.00
10/26/09	TF	BROWN	Review and revise new draft of brief.	.6	378.00
10/26/09	TF	BROWN	Email J. Renert regarding same.	.2	126.00
10/26/09	TF	BROWN	Email exchange with H. Vogel regarding possible change to brief.	.1	63.00
10/26/09	TF	BROWN	Review final draft.	.3	189.00
10/26/09	TF	BROWN	Email J. Renert regarding same.	.1	63.00
10/26/09	HM	VOGEL	Review and revise draft limited objection to motion by directors and officers to lift automatic stay to collect defense costs under debtor's D&O policy.	.9	450.00
10/26/09	HM	VOGEL	Work with Jordana Renert re revisions to be included in committee's limited objection to motion by directors and officers to lift stay motion and further analysis of D&O policy.	.4	200.00
10/26/09	HM	VOGEL	Review and analyze D&O policy and amendments with respect to named insureds, coverage, claims and several other provisions with respect to director and officers' lift stay motion and committee's limited objection thereto.	.9	450.00
10/26/09	HM	VOGEL	Correspondence with J. Shenson and internal correspondence with regard to committee's limited objection to directors' and officers' lift stay motion and distributing same.	.4	200.00
10/26/09	HM	VOGEL	Multiple internal correspondence re limitations on defense costs and coverage in D&O policies and revisions to limited objection with respect to same.	.4	200.00

10/27/09	HM	VOGEL	Review and analyze J. Shenson's questions re D&O policy and review of law review article re D&O policies and property of the estate.	.8	400.00
10/27/09	HM	VOGEL	Review and analyze legal authorities re D&O policies and property of the estate and draft, review and revise response to J. Shenson's inquires and follow up with Rob Hirsh re same.	1.3	650.00
10/27/09	HM	VOGEL	Draft, review and revise committee's limited objection incorporating additional clarification of entity coverage as requested by Ableco and coordinate the filing of same.	.7	350.00
10/27/09	HM	VOGEL	Multiple office conferences with Jordana Renert re D&O policies, legal citations in D&O's lift stay motion, revisions to limited objection and proper service of same.	.6	300.00
10/27/09	TF	BROWN	Review email from Committee regarding insurance issues and strategy.	.1	63.00
10/27/09	TF	BROWN	Prepare draft response to Committee.	.1	63.00
10/27/09	TF	BROWN	Email exchanges R. Hirsh and H. Vogel regarding same.	.1	63.00
10/27/09	TF	BROWN	Email exchanges R. Hirsh and H. Vogel regarding same. Review response from H. Vogel and email H. Vogel regarding suggested changes.	.2	126.00
10/27/09	TF	BROWN	Review final objection and email to Committee regarding same.	.2	126.00
10/27/09	DJ	KOZLOWSKI	Review of correspondence between committee members and professionals with respect to D&O insurance and the Bay Harbour adversary proceeding.	.3	114.00
10/27/09	JR	RENERT	Meet with H. Vogel to discuss J. Shenson's email regarding objection to lift stay motion.	.4	132.00
10/27/09	JR	RENERT	Read J. Shenson's law review article.	.2	66.00
10/27/09	JR	RENERT	Review correspondence regarding comments to lift stay objection.	.2	66.00
10/27/09	JR	RENERT	Revise lift stay objection.	.5	165.00
10/27/09	JR	RENERT	Coordinate service of objection to lift stay.	.1	33.00
10/27/09	NA	CONSTANTINO	Efile Objection to Motion for Order Regarding Payment of Defense Costs	.4	106.00
10/28/09	NA	CONSTANTINO	Serve via email Committee objection to Motion for Entry of Proposed Order Regarding Payment of Defense Costs	.4	106.00
10/28/09	JR	RENERT	Meet with H. Vogel and R. Hirsh regarding debtors' service issues.	.1	33.00
10/28/09	JR	RENERT	Work on resolving service issues.	.4	132.00
10/28/09	JR	RENERT	Begin preparation for hearing.	.1	33.00



10/28/09	HM	VOGEL	Work with Rob Hirsh and Jordana Renert re service of defendants' motion regarding D&O policies and possible strategies moving forward.	.4	200.00
10/28/09	HM	VOGEL	Draft, review and revise e-mail to defendants' counsel re failure to file D&O policies motion in main case docket.	.7	350.00
10/28/09	HM	VOGEL	Review of detailed correspondence from Tim Brown re documents potentially protected by protective order and strategy moving forward and follow up discussion with Jeffrey Vanacore re same.	.7	350.00
10/29/09	NA	CONSTANTINO	Prepare 11/03/09 hearing binders for Bay Harbour adversary case.	.7	185.50
10/29/09	HM	VOGEL	Begin review of cases cited in defendants' motion re D&O policy in preparation of hearing.	1.1	550.00
10/30/09	JR	RENERT	Review and summarize D&O defendants' reply to committee objection	.7	231.00
10/30/09	JR	RENERT	Correspondence with H. Vogel regarding D&O's reply to committee objection	.2	66.00
10/30/09	HM	VOGEL	Review and analyze Adelphia I decision in preparation of appearing at hearing re D&O policies.	.9	450.00
10/30/09	HM	VOGEL	Review and analyze defendants' reply to committee's limited objection to defendants' D&O policies motion and correspondence with Jordana Renert re same.	1.7	850.00
10/30/09	HM	VOGEL	Multiple internal correspondence re "priority of payment" provision under D&O policy and review of same in preparation of appearing in hearing re same and follow up discussion with Tim Brown re same.	.9	450.00
10/30/09	HM	VOGEL	Review and analyze Lyondell hearing transcript as attached to defendants' reply with respect to Judge Gerber's findings about "priority of payment" provision.	1.8	900.00
10/30/09	HM	VOGEL	Review and analyze district court's ruling in Adelphia in preparation of appearance at hearing re D&O policies.	.7	350.00

CURRENT FEES

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34,334.00

TIMEKEEPER TIME SUMARY

TIMOTHY F. BROWN	23.2	at	\$630.00 =	14,616.00
DEANNE M. OTTAVIANO	3.3	at	\$555.00 =	1,831.50
HEIKE M. VOGEL	21.8	at	\$500.00 =	10,900.00
DAVID J. KOZLOWSKI	1.3	at	\$380.00 =	494.00
JORDANA RENERT	15.1	at	\$330.00 =	4,983.00
LISA INDELICATO	1.1	at	\$265.00 =	291.50
NOVA A. CONSTANTINO	2.1	at	\$265.00 =	556.50
CHAVAH S. GULLY	2.7	at	\$245.00 =	661.50
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TOTALS	70.6			34,334.00

FOR CHARGES:

10/05/09 DUPLICATING SUMMARY User Duplicate 25.20  
Duplication copied 126 on 10/05/2009  
at 16:47 hrs

TOTAL FOR: DUPLICATING SUMMARY 25.20

10/31/09 ELECTRONIC DOCUMENT DATABASE- COST 160.00  
RECOVERY FOR ELECTRONIC DOCUMENT  
ICONECT DATAGASE USAGE OCT-09

TOTAL FOR: ELECTRONIC DOCUMENT DATABAS 160.00

09/08/09 TAXICABS - TIMOTHY F. BROWN PARKING/ 16.00  
TAXI:TRAVEL DEST: NEW YORK

TOTAL FOR: TAXICABS 16.00

04/06/09 FILING FEES - TIMOTHY F. BROWN FILING 250.00  
FEE FOR COMPLAINT IN 09-01151-MG

TOTAL FOR: FILING FEES 250.00

09/08/09 OUT-OF-TOWN TRANSPORTATION - TIMOTHY 236.00  
F. BROWN AMTRAK:TRAVEL DEST: NEW YORK

TOTAL FOR: OUT-OF-TOWN TRANSPORTATION 236.00

CURRENT CHARGES

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687.20

SUBTOTAL FOR THIS MATTER

\$35,021.20

(00019) MATTER NUMBER

RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	JD VANACORE	Review and revise Kahn Scheduling Order.	.4	200.00
10/01/09	JD VANACORE	Telephone conference with Jen Saffer regarding scheduling order issues.	.3	150.00
10/01/09	JD VANACORE	Review scheduling order and letter to Court from Kahn's counsel; resolve outstanding issues.	.4	200.00
10/01/09	TF BROWN	Email exchange with R. Hirsh and J. Vanacore regarding upcoming status conference.	.2	126.00
10/01/09	TF BROWN	Email exchange regarding Rule 26 disclosures.	.2	126.00
10/05/09	JD VANACORE	Telephone conference and emails with Jen Saffer regarding mediation.	.2	100.00
10/05/09	JD VANACORE	Meeting and emails with Robert Hirsh regarding Kahn mediation; prepare documents for mediation.	.4	200.00
10/05/09	TF BROWN	Review Defendant's Rule 26 disclosures.	.5	315.00
10/05/09	TF BROWN	Email A. O'Neill regarding same.	.2	126.00
10/05/09	TF BROWN	Evaluate additional issues for status conference.	.4	252.00
10/05/09	TF BROWN	Conference call R. Hirsh regarding same.	.2	126.00
10/05/09	TF BROWN	Conference call regarding discussions at pretrial and scheduling of conference with defendants regarding discovery.	.3	189.00
10/05/09	TF BROWN	Prepare email to Defendants' counsel regarding conference call.	.2	126.00
10/06/09	TF BROWN	Prepare list of options for various pending litigations and draft email to Committee regarding same.	.4	252.00
10/06/09	TF BROWN	Email exchanges with R. Hirsh regarding litigation issues.	.3	189.00
10/06/09	JD VANACORE	Review and revise Hoffman avoidance action discovery; review issues with Dave Kozlowski; strategy regarding same.	.4	200.00
10/06/09	JD VANACORE	Telephone conference with Jen Saffer regarding scheduling issues in Kahn; review issues; review mediation issues regarding same.	.5	250.00
10/06/09	JD VANACORE	Review Hoffman issues; emails and telephone conference with Ed Lobello regarding same.	.3	150.00

10/06/09	JD	VANACORE	Telephone conference with Judge Morris Chambers regarding mediation; review Chambers rules; emails regarding same; docket mediation Deadlines.	.4	200.00
10/06/09	JD	VANACORE	Prepare for meeting with Jen Saffer and Mr. Kahn regarding settlement issues; continue research on [REDACTED]	1.7	850.00
10/06/09	JD	VANACORE	Review revised scheduling order in Kahn; telephone conference with Jen Saffer regarding same.	.3	150.00
10/06/09	JD	VANACORE	Work with Robert Hirsh and Heike Vogel on mediation statement.	.6	300.00
10/06/09	JD	VANACORE	Followup telephone conference with Jen Saffer regarding mediation issues; emails and strategy with Robert Hirsh regarding same.	.3	150.00
10/06/09	JD	VANACORE	Review and revise expert disclosures.	.4	200.00
10/06/09	HM	VOGEL	Telephone conference with Jeffrey Vanacore re preparation of mediation statement in adversary proceeding against Kahn and strategy moving forward.	.2	100.00
10/06/09	HM	VOGEL	Begin legal research re [REDACTED]	.8	400.00
10/06/09	NP	PAVLIDIS	Work with D. Kozlowski regarding expert disclosure.	.2	82.00
10/06/09	NP	PAVLIDIS	Review and revise expert disclosures.	.3	123.00
10/06/09	NP	PAVLIDIS	Follow-up with J. Vanacore regarding disclosure.	.2	82.00
10/06/09	NP	PAVLIDIS	Analysis of 45220 discovery demands.	.4	164.00
10/06/09	NP	PAVLIDIS	Work with D. Kozlowski regarding 45220 document review.	.3	123.00
10/07/09	JD	VANACORE	Telephone conference with Jen Saffer regarding Kahn mediation issues.	.4	200.00
10/07/09	JD	VANACORE	Preparation for meeting with Harold Kahn; strategy regarding meeting.	1.4	700.00
10/07/09	JD	VANACORE	Conference with Robert Hirsh regarding memo to Committee on Hoffman adversary proceeding.	.2	100.00
10/08/09	HM	VOGEL	Continue review and analysis of [REDACTED] in preparation of drafting mediation statement.	1.6	800.00
10/08/09	JD	VANACORE	Work on Kahn discovery with Ronni Arnold and Nick Pavlidis.	.8	400.00
10/08/09	JD	VANACORE	Telephone conference with Frances Fredericks in Judge Morris Chambers regarding Kahn mediation.	.2	100.00
10/08/09	NP	PAVLIDIS	Work with J. Vanacore and R. Arnold regarding assistance with discovery.	.3	123.00
10/08/09	NP	PAVLIDIS	Analysis of 45220, Inc. document demands.	.6	246.00

10/08/09	NP	PAVLIDIS	Work with J. Vanacore and R. Arnold regarding responding to 45220, Inc. document demands.	.4	164.00
10/08/09	RN	ARNOLD	Prepare for document review.	1.6	616.00
10/08/09	RM	HIRSH	Review/analysis proposals received on collection of Chapter 5 claims.	.4	240.00
10/08/09	NP	PAVLIDIS	Document review and preparation for most efficient assembly of documents for response.	.9	369.00
10/08/09	NP	PAVLIDIS	Analysis of pleadings to prepare for discovery response.	.4	164.00
10/09/09	NP	PAVLIDIS	Work with R. Hirsh, J. Vanacore and R. Arnold on discovery issues.	.3	123.00
10/09/09	NP	PAVLIDIS	Analysis of alternatives for document production issues.	.7	287.00
10/09/09	HM	VOGEL	Office conference with David Kozlowski re Kahn documents and employment agreement in preparation of drafting mediation statement and telephone conference with Jeffrey Vanacore re same.	.4	200.00
10/09/09	HM	VOGEL	Continue research and background analysis of Kahn complaint and claims asserted against Kahn in further preparation of mediation statement.	.7	350.00
10/09/09	JD	VANACORE	Work on document review with Nick Pavlidis and Ronni Arnold.	.9	450.00
10/09/09	JD	VANACORE	Work on Mediation statement with Heike Vogel.	.4	200.00
10/09/09	RN	ARNOLD	Document review.	3.8	1,463.00
10/09/09	DJ	KOZLOWSKI	Review of RMS contingency proposal.	.1	38.00
10/12/09	RN	ARNOLD	Document review.	2.7	1,039.50
10/12/09	JD	VANACORE	Review financial statements from Scott Hoffman to prepare memo for Committee.	.4	200.00
10/12/09	JD	VANACORE	Draft memo to Committee regarding Hoffman settlement; review financial statements from Scott Hoffman to prepare for settlement discussions.	.6	300.00
10/12/09	TF	BROWN	Review briefing and fact summaries and outlines and evaluate facts and issues for amended complaint and requests for production of documents.	2.4	1,512.00
10/13/09	TF	BROWN	Further review briefing and fact summaries and outlines and evaluate facts and issues for amended complaint and requests for production of documents.	3.3	2,079.00
10/13/09	NP	PAVLIDIS	Work with R. Hirsh, J. Vanacore and R. Arnold regarding discovery.	.6	246.00
10/13/09	NP	PAVLIDIS	Work with T. Brown and R. Arnold regarding discovery status.	.2	82.00
10/13/09	RN	ARNOLD	Document review.	2.4	924.00
10/13/09	RN	ARNOLD	Prepare for meeting and meet with R. Hirsh, J. Vanacore and N. Pavlidis regarding document review.	.8	308.00

10/13/09	JD	VANACORE	Work with Nick Pavlidis on 45220 document review and response to discovery served by 45220.	.9	450.00
10/13/09	JD	VANACORE	Meeting with Robert Hirsh and Tim Brown regarding avoidance actions and discovery issues.	.5	250.00
10/13/09	JD	VANACORE	Emails with Brian Ryniker regarding Kahn documents for mediation.	.2	100.00
10/13/09	HM	VOGEL	Draft, review and revise mediation statement regarding Kahn.	2.8	1,400.00
10/13/09	HM	VOGEL	Review bankruptcy court docket with regard to additional background information to be included in meditation statement regarding Kahn.	.8	400.00
10/13/09	HM	VOGEL	Correspondence with B. Ryniker regarding [REDACTED]	.3	150.00
10/13/09	HM	VOGEL	[REDACTED] and strategy moving forward. Research on Westlaw regarding [REDACTED]	1.2	600.00
10/14/09	HM	VOGEL	Review and analyze Luis Medeiros deposition transcript for additional background information to be included in Mediation Statement.	.8	400.00
10/14/09	HM	VOGEL	Multiple correspondence and telephone calls with J. Vanacore and B. Ryniker regarding additional documents to be reviewed for Mediation Statement.	.8	400.00
10/14/09	HM	VOGEL	Research additional case law regarding [REDACTED]	1.4	700.00
10/14/09	HM	VOGEL	Continue to draft, review and revise Mediation Statement and distribute first draft with brief explanation to J. Vanacore and R. Hirsh.	1.6	800.00
10/14/09	JD	VANACORE	Work with Heike Vogel on mediation statement issues.	.4	200.00
10/14/09	JD	VANACORE	Meeting with Robert Hirsh regarding avoidance actions and discovery (.2); telephone conference with Tim Brown regarding same (.2).	.4	200.00
10/14/09	JD	VANACORE	Review all deposition transcripts for information supporting Kahn Complaint (1.1); emails with Heike Vogel regarding same (.2); work with Heike Vogel on mediation statement (.6)	1.9	950.00
10/14/09	JD	VANACORE	Telephone conference with Jen Saffer regarding mediation issues.	.2	100.00
10/14/09	JD	VANACORE	Telephone conference with Mary Guccion in Chambers regarding Kahn mediation issues.	.2	100.00

10/14/09	JD	VANACORE	Emails and telephone conference with Brian Ryniker regarding Kahn issues.	.2	100.00
10/14/09	RM	HIRSH	Attended to preference litigations.	1.1	660.00
10/14/09	RN	ARNOLD	Prepare for meeting with R. Hirsh and J. Vanacore regarding discovery.	.4	154.00
10/14/09	RN	ARNOLD	Review 45220 discovery issues with R. Hirsh and J. Vanacore.	.4	154.00
10/14/09	NP	PAVLIDIS	Work with J. Vanacore, R. Arnold and J. Vanacore regarding assembly of documents for discovery.	.4	164.00
10/14/09	NP	PAVLIDIS	Work with R. Arnold and T. Brown regarding discovery.	.3	123.00
10/14/09	NP	PAVLIDIS	Analysis of confidentiality order to prepare for document response.	.3	123.00
10/14/09	NP	PAVLIDIS	Brief review of Rule 26 disclosures sent by T. Brown to assist with document production.	.2	82.00
10/14/09	TF	BROWN	Conference call with R. Hirsh and J. Vanacore regarding discovery issues.	.3	189.00
10/14/09	TF	BROWN	Conference call with R. Arnold and N. Pavlidis regarding document requests.	.2	126.00
10/14/09	TF	BROWN	Email R. Arnold and N. Pavlidis regarding document requests.	.1	63.00
10/15/09	TF	BROWN	Telephone call with H. Vogel and J. Vanacore regarding mediation statement.	.2	126.00
10/15/09	NP	PAVLIDIS	Work with C. Gully, R. Arnold and J. Vanacore regarding discovery search terms.	.4	164.00
10/15/09	NP	PAVLIDIS	Work with R. Hirsh, R. Arnold and J. Vanacore regarding responding to discovery demands.	.2	82.00
10/15/09	RN	ARNOLD	Review 45220 discovery issues with R. Hirsh and J. Vanacore.	.4	154.00
10/15/09	RM	HIRSH	Attended to preference actions, discovery and strategy.	.6	360.00
10/15/09	HM	VOGEL	Review and revise Mediation Statement incorporating additional legal arguments and factual background as obtained from publications and deposition transcripts and distribute revised draft to J. Vanacore and R. Hirsh	2.3	1,150.00
10/15/09	HM	VOGEL	Work with J. Vanacore regarding additional revisions to Mediation Statement and strategy moving forward.	.9	450.00
10/15/09	HM	VOGEL	Telephone conference with T. Brown and J. Vanacore regarding confidential information in discovery and depositions.	.2	100.00
10/15/09	HM	VOGEL	Review and analyze Mediation Order with regard to drafting Mediation Statement in Kahn.	.2	100.00

10/15/09	HM	VOGEL	Review additional documents obtained through Bay Harbour discovery for further background information to be considered in Kahn Mediation Statement.	.8	400.00
10/15/09	HM	VOGEL	Review and analyze [REDACTED] [REDACTED] [REDACTED]	.4	200.00
10/15/09	JD	VANACORE	Brief Kahn research regarding [REDACTED] [REDACTED] emails with Brian Ryniker regarding [REDACTED]	.4	200.00
10/15/09	JD	VANACORE	Review and revise Kahn mediation statement.	1.9	950.00
10/15/09	JD	VANACORE	Meeting with Robert Hirsh regarding Kahn and Hoffman strategy.	.4	200.00
10/15/09	JD	VANACORE	Telephone conference with Jen Saffer regarding mediation issues.	.2	100.00
10/15/09	JD	VANACORE	Work with Heike Vogel on mediation statement; review and revise same.	.9	450.00
10/15/09	JD	VANACORE	Review 45220 discovery issues with Robert Hirsh.	.4	200.00
10/16/09	HM	VOGEL	Office meetings with Jeffrey Vanacore, Rob Hirsh re revisions to mediation statement and exhibits to be annexed thereto.	.6	300.00
10/16/09	HM	VOGEL	Draft, review and revise mediation statement including review of comments by Jeffrey Vanacore and subsequent coordination of submission to Judge Morris of mediation statement.	1.8	900.00
10/16/09	JD	VANACORE	Review and revise Kahn mediation statement.	1.6	800.00
10/16/09	JD	VANACORE	Emails with Michael Mervis regarding 45220 discovery issues; review same.	.4	200.00
10/16/09	JD	VANACORE	Review 45220 key terms index with Chavah Gully.	.4	200.00
10/16/09	JD	VANACORE	Finalize mediation statement; prepare exhibits; emails with Chambers regarding same.	1.5	750.00
10/16/09	JD	VANACORE	Draft memo to Committee regarding Kahn and Hoffman cases; review and revise same.	.9	450.00
10/16/09	JD	VANACORE	Telephone conference with James Sarna regarding 45220 issues.	.7	350.00
10/16/09	RN	ARNOLD	Meet and confer with J. Vanacore and N. Pavlidis regarding 45220 discovery.	.1	38.50
10/16/09	JD	VANACORE	Initial review of Debtor's objection to 45220 claim; emails with Robert Hirsh; strategy regarding same.	.4	200.00
10/19/09	NP	PAVLIDIS	Work with C. Gully, R. Arnold and J. Vanacore regarding document review.	.6	246.00
10/19/09	NP	PAVLIDIS	Follow-up with C. Gully and J. Vanacore regarding document review issues.	.4	164.00



10/19/09	JD	VANACORE	Emails with Neil Ford regarding mediation issues; review questions; emails with Heike Vogel regarding same.	.2	100.00
10/19/09	JD	VANACORE	Continuing reviewing and preparing response to 45220 discovery; review same with Chavah Gully.	.9	450.00
10/19/09	JD	VANACORE	Prepare for mediation with Harold Kahn; strategy regarding same; draft outline regarding same.	.7	350.00
10/19/09	JD	VANACORE	Review Committee issues with Heike Vogel regarding Kahn mediation; review financial statements to response to Committee regarding Hoffman.	.4	200.00
10/20/09	NP	PAVLIDIS	Work with J. Vanacore regarding 45220 discovery responses.	.3	123.00
10/20/09	NP	PAVLIDIS	Initial drafting of 45220 discovery responses.	2.9	1,189.00
10/20/09	NP	PAVLIDIS	Analysis of 45220 discovery requests.	.7	287.00
10/20/09	HM	VOGEL	Office conference with Jeffrey Vanacore re strategy moving forward with respect to Kahn mediation.	.4	200.00
10/20/09	HM	VOGEL	Review and analyze several legal authorities in preparation for arguments to be considered during mediation.	1.7	850.00
10/20/09	JD	VANACORE	Continue preparation for Kahn mediation; review caselaw and secondary sources regarding same.	2.1	1,050.00
10/20/09	JD	VANACORE	Review research issues regarding Kahn mediation with George Utlik; review cases regarding same; continued preparation for mediation.	.9	450.00
10/20/09	TF	BROWN	Review motion and evaluate issues for briefing.	.4	252.00
10/21/09	HM	VOGEL	Participate in telephonic mediation of Kahn case before Judge Morris.	1.4	700.00
10/21/09	HM	VOGEL	Multiple correspondence with committee and individual members re participation in mediation and possible strategies moving forward.	1.1	550.00
10/21/09	HM	VOGEL	Telephone conferences with Jeffrey Vanacore re mediation and possible strategy moving forward and preparation of e-mail to committee with respect to continuance of mediation.	.7	350.00
10/21/09	HM	VOGEL	Telephone conference with Rob Hirsh re mediation and strategy moving forward.	.3	150.00
10/21/09	JD	VANACORE	Final Kahn mediation; preparation; review mediation statement regarding same.	.9	450.00
10/21/09	JD	VANACORE	Attend mediation before Judge Morris; travel to and from Courthouse.	4.4	2,200.00

10/21/09	JD	VANACORE	Review mediation issues with Heike Vogel to prepare for call with Judge Morris; emails with Robert Hirsh regarding same.	.6	300.00
10/21/09	JD	VANACORE	Emails with Brian Ryniker regarding [REDACTED] review schedules regarding same.	.4	200.00
10/21/09	JD	VANACORE	Emails with Robert Hirsh and Andrew Silfen regarding mediation; review supplemental disclosure issues.	.3	150.00
10/21/09	JD	VANACORE	Emails with James A. Sarna, Esq. regarding Protective Order.	.1	50.00
10/21/09	JD	VANACORE	Meetings with Jen Saffer prior and subsequent to mediation.	.8	400.00
10/22/09	JD	VANACORE	Prepare for Committee call regarding Kahn; review mediation issues; summarize same.	.6	300.00
10/22/09	JD	VANACORE	Telephone conference and emails with Jen Saffer regarding Kahn settlement issues.	.2	100.00
10/22/09	JD	VANACORE	Review 45220 draft discovery responses.	.3	150.00
10/22/09	JD	VANACORE	Telephone conference with Brian Ryniker regarding insolvency issues.	.6	300.00
10/22/09	JD	VANACORE	Telephone conference with Committee and Judge Morris regarding Kahn mediation issues; review Kahn issues with Robert Hirsh and Heike Vogel.	1.8	900.00
10/22/09	JD	VANACORE	Telephone conference with Jen Saffer regarding Kahn mediation issues.	.2	100.00
10/22/09	JD	VANACORE	Telephone conference with James Sarna regarding 45220 discovery issues.	.3	150.00
10/22/09	JD	VANACORE	Multiple calls with Chambers regarding Kahn mediation; emails with Committee regarding same.	.4	200.00
10/22/09	JD	VANACORE	Review Kahn deposition notice issues; emails with Robert Hirsh and Lisa Indelicato regarding same; initial preparation of information for notice.	.2	100.00
10/22/09	JD	VANACORE	Review Kahn mediation with George Angelich; review issues raised by Jen Saffer; review same with Robert Hirsh.	.9	450.00
10/22/09	HM	VOGEL	Participate in continued mediation with Judge Morris in Kahn case and follow up correspondence with Rob Hirsh, Jeffrey Vanacore re same.	1.8	900.00
10/22/09	HM	VOGEL	Consider and analyze documents and additional information and debtors' schedules with respect to [REDACTED] [REDACTED] [REDACTED]	.8	400.00
10/22/09	HM	VOGEL	Follow up and meet with Jeffrey Vanacore and George Angelich re Kahn mediation and internal correspondence with respect to same.	.6	300.00

10/22/09	RM	HIRSH	Attended continued mediation in Khan case with Judge Morris and the Committee (.90); Multiple telephone conferences with the Committee regarding same and strategy (.80).	1.7	1,020.00
10/22/09	NP	PAVLIDIS	Work with J. Vanacore and R. Hirsh regarding draft discovery responses.	.2	82.00
10/23/09	NP	PAVLIDIS	Work with J. Vanacore regarding responses and objections to 45220 discovery demands.	.2	82.00
10/23/09	HM	VOGEL	Review and analyze Hoffman issues and discuss same with Jeffrey Vanacore and Rob Hirsh.	.4	200.00
10/23/09	HM	VOGEL	Review of [REDACTED] [REDACTED] [REDACTED] [REDACTED]	.6	300.00
10/23/09	HM	VOGEL	Begin research re [REDACTED] [REDACTED] [REDACTED]	.6	300.00
10/23/09	HM	VOGEL	Review and analyze multiple correspondence with J. Saffer re depositions and strategies moving forward with respect to Kahn adversary proceeding.	.4	200.00
10/23/09	JD	VANACORE	Review Hoffman issues with Heike Vogel and Robert Hirsh; review financial statements regarding same.	.3	150.00
10/23/09	JD	VANACORE	Telephone conference with Brian Ryniker regarding [REDACTED] [REDACTED] [REDACTED]	.4	200.00
10/23/09	JD	VANACORE	Review worksheet from Brian Ryniker regarding avoidance actions.	.3	150.00
10/23/09	JD	VANACORE	Telephone conference and emails with Jen Saffer regarding deadlines and settlement offers in Kahn.	.2	100.00
10/23/09	JD	VANACORE	Follow up emails with Jen Saffer and Robert Hirsh regarding deposition issues; review same.	.2	100.00
10/23/09	JD	VANACORE	Review Hoffman issues with Robert Hirsh.	.4	200.00
10/23/09	JD	VANACORE	Review 45220 discovery issues with Robert Hirsh; conference with Tim Brown regarding same.	.2	100.00
10/23/09	HM	VOGEL	Internal correspondence and follow up with Jeffrey Vanacore re Kahn mediation and strategy moving forward.	.6	300.00
10/23/09	HM	VOGEL	Review and analyze Hoffman financial information and distribute same with brief explanation to committee for further consideration.	.8	400.00
10/26/09	JD	VANACORE	Telephone conference with Jen Saffer regarding Committee depositions; review same.	.2	100.00

10/26/09	JD	VANACORE	Telephone conference with Tim Brown regarding 45220 discovery issues; review same.	.2	100.00
10/26/09	JD	VANACORE	Review Hoffman settlement issues; review emails with Committee regarding same; emails with Ed Lobello and Robert Hirsh regarding same.	.2	100.00
10/26/09	HM	VOGEL	Correspondence with Jeffrey Vanacore re committee responses with respect to strategy moving forward with Hoffman settlement and other adversary proceedings.	.3	150.00
10/26/09	TF	BROWN	Email exchange with R. Hirsh regarding opposition to insurance motion.	.2	126.00
10/26/09	HM	VOGEL	Review of correspondence re committee depositions, discovery and strategies moving forward with respect to Kahn case.	.4	200.00
10/27/09	HM	VOGEL	Review of multiple internal correspondence with regard to strategies moving forward re Kahn/Hoffman adversary proceedings and follow up with Jeffrey Vanacore re same.	.7	350.00
10/27/09	AI	SILFEN	Internal litigation approach conference regarding [REDACTED] [REDACTED] [REDACTED]	.6	450.00
10/27/09	JD	VANACORE	Review Jen Saffer emails regarding depositions of Committee members; brief review of issues; emails and meeting with Robert Hirsh regarding same.	.6	300.00
10/27/09	JD	VANACORE	Telephone conference with Ed Lobello regarding Hoffman issues; review same.	.2	100.00
10/27/09	JD	VANACORE	Telephone conference with Jen Saffer regarding deposition issues; brief research regarding deposition of Committee members; review same with Andrew Silfen.	.7	350.00
10/27/09	JD	VANACORE	Strategy with Robert Hirsh and Heike Vogel regarding 45220; Kahn and Hoffman adversary proceedings.	.9	450.00
10/27/09	RM	HIRSH	Attended to Chapter 5 claims and various issues.	1.2	720.00
10/28/09	RM	HIRSH	Attended to preference action litigations and strategy.	1.1	660.00
10/28/09	JD	VANACORE	Review document production issues regarding 45220.	.4	200.00
10/28/09	JD	VANACORE	Telephone conference with Tim Brown regarding 45220 document production issues.	.2	100.00
10/28/09	NP	PAVLIDIS	Work with J. Vanacore regarding discovery responses.	.2	82.00

10/29/09	RM	HIRSH	Conferenced with N. Pavlidis and J. Vanacore regarding status of cases and strategy.	.5	300.00
10/29/09	JD	VANACORE	Review confidentiality agreement to prepare for call with James Sarna.	.4	200.00
10/29/09	JD	VANACORE	Telephone conference with James Sarna regarding discovery and settlement issues.	.9	450.00
10/29/09	JD	VANACORE	Review document production issues with Nick Pavlidis.	.3	150.00
10/29/09	JD	VANACORE	Followup telephone conference with James Sarna regarding discovery; strategy regarding issues raised.	.3	150.00
10/29/09	JD	VANACORE	Meeting with Robert Hirsh regarding 45220 discovery issues.	.7	350.00
10/29/09	JD	VANACORE	Third call with James Sarna regarding discovery issues; resolve same.	.3	150.00
10/29/09	HM	VOGEL	Correspondence with J. Shenson re remaining preferences and follow up with Rob Hirsh re same.	.4	200.00
10/30/09	DJ	KOZLOWSKI	Correspondence with committee and professionals re collection of remaining preference actions.	.3	114.00
10/30/09	SG	CARROLL	E-mails with Rob Hirsh, Heike Vogel re review of preference actions.	.4	268.00
10/30/09	JD	VANACORE	Telephone conference with James Sarna regarding discovery deadlines.	.1	50.00
10/30/09	TF	BROWN	Conference with H. Vogel regarding insurance issues.	.2	126.00
10/31/09	NP	PAVLIDIS	Work with J. Sarna and J. Vanacore regarding discovery issues.	.2	82.00
10/31/09	JD	VANACORE	Emails with James Sarna regarding discovery deadlines.	.1	50.00

CURRENT FEES

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65,760.00

TIMEKEEPER TIME SUMARY

ANDREW I. SILFEN	.6	at	\$750.00 =	450.00
SCHUYLER CARROLL	.4	at	\$670.00 =	268.00
TIMOTHY F. BROWN	10.2	at	\$630.00 =	6,426.00
ROBERT HIRSH	6.6	at	\$600.00 =	3,960.00
JEFFREY VANACORE	53.8	at	\$500.00 =	26,900.00
HEIKE M. VOGEL	34.6	at	\$500.00 =	17,300.00
NICHOLAS PAVLIDIS	13.3	at	\$410.00 =	5,453.00
RONNI N. ARNOLD	12.6	at	\$385.00 =	4,851.00
DAVID J. KOZLOWSKI	.4	at	\$380.00 =	152.00
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TOTALS	132.5			65,760.00

SUBTOTAL FOR THIS MATTER

\$65,760.00

(00022) MATTER NUMBER  
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	HM VOGEL	Incorporate additional revisions to August invoice in preparation of filing same and correspondence with accounting re same.	.5	250.00
10/05/09	HM VOGEL	Work with Nova Constantino re preparation of second quarterly fee application and filing monthly statement.	.8	400.00
10/05/09	HM VOGEL	Review and revise Arent Fox August statement in preparation of serving same.	.3	150.00
10/05/09	LA INDELICATO	Discussions with Nova Constantino regarding status of monthly bill for August and interim fee application.	.2	53.00
10/05/09	NA CONSTANTINO	Email H. Vogel re 2nd interim fee application	.1	26.50
10/05/09	NA CONSTANTINO	Calculate total fees and costs and breakdown of Matter 17	.4	106.00
10/05/09	NA CONSTANTINO	Prepare August fee statement	.4	106.00
10/05/09	NA CONSTANTINO	Serve CBIZ August fee statement	.1	26.50
10/05/09	NA CONSTANTINO	Serve AF August fee statement and prepare and efile affidavit of service of same	.6	159.00
10/07/09	HM VOGEL	Continue to review and revise Arent Fox second quarterly fee application.	.8	400.00
10/13/09	HM VOGEL	Telephone conference with N. Constantino regarding filing deadline of second quarterly fee application and strategy moving forward.	.1	50.00
10/15/09	HM VOGEL	Review and analyze RAS Mgt invoice.	.2	100.00
10/16/09	HM VOGEL	Review and analyze Cahill Gordon monthly fee application.	.4	200.00
10/20/09	HM VOGEL	Review and revise September invoice in preparation of drafting monthly fee application.	.7	350.00
10/21/09	HM VOGEL	Draft, review and revise Arent Fox second quarterly fee application and distribute same to Nova Constantino with brief explanation re filing of same with Court.	1.6	800.00
10/22/09	NA CONSTANTINO	Work on 2nd interim fee application	1.8	477.00
10/23/09	NA CONSTANTINO	Emails with L. Stuhr @ CBIZ re 2nd interim fee application	.1	26.50
10/23/09	NA CONSTANTINO	Call to Chambers and prepare notice of hearing on 2nd interim fee application	.4	106.00

10/23/09	NA	CONSTANTINO	Finalize and efile 2nd interim fee application and notice of hearing	.4	106.00
10/23/09	HM	VOGEL	Work with Nova Constantino re fee application haring for committee professionals' second quarterly applications.	.3	150.00
10/27/09	HM	VOGEL	Review and analyze CBIZ's second quarterly fee application and coordinate with Nova Constantino the filing with the Court of same and requesting hearing date.	.3	150.00
10/28/09	NA	CONSTANTINO	Format CBIZ 2nd interim fee application and efile and prepare and efile notice of hearing and set up for service of same	1.2	318.00
10/28/09	NA	CONSTANTINO	Prepare September fee statement	.2	53.00
10/28/09	NA	CONSTANTINO	Serve AF 2nd interim fee application, CBIZ 2nd interim fee application and notices of hearings and prepare and efile affidavit of service	.8	212.00
10/29/09	HM	VOGEL	Review and analyze monthly fee application and e-mail Nova Constantino with instructions for submitting same.	.4	200.00
10/30/09	HM	VOGEL	Correspondence with United States Trustee re Arent Fox second fee application, service of same and hold back.	.3	150.00
10/30/09	NA	CONSTANTINO	Finalize September fee statement and arrange for service of AF and CBIZ September fee statements	.3	79.50
10/30/09	NA	CONSTANTINO	Send via fedex copy of AF 2nd interim fee application	.2	53.00

CURRENT FEES

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5,258.00

TIMEKEEPER TIME SUMARY

HEIKE M. VOGEL	6.7	at	\$500.00 =	3,350.00
LISA INDELICATO	.2	at	\$265.00 =	53.00
NOVA A. CONSTANTINO	7.0	at	\$265.00 =	1,855.00
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TOTALS	13.9			5,258.00

SUBTOTAL FOR THIS MATTER

\$5,258.00

SUMMARY OF CHARGES  
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TOTAL FOR: POSTAGE	67.86
TOTAL FOR: PHONE CHARGES	173.35
TOTAL FOR: DUPLICATING SUMMARY	475.60
TOTAL FOR: OVERTIME EXPENSE (SECRETARY)	15.00
TOTAL FOR: OTHER DATABASE SEARCH	6.86
TOTAL FOR: WESTLAW	489.59
TOTAL FOR: ELECTRONIC DOCUMENT DATABASE	160.00
TOTAL FOR: OVERTIME MEALS & CABS	29.68
TOTAL FOR: TAXICABS	20.00
TOTAL FOR: FILING FEES	250.00
TOTAL FOR: OVERNIGHT DELIVERY	23.08
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	236.00



	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
<b>PARTNER</b>				
ANDREW I. SILFEN	BR, 1986 (NJ), 1987 (NY)	.60	750.00	450.00
SCHUYLER CARROLL	BR, 1993 (NY)	.40	670.00	268.00
TIMOTHY F. BROWN		35.00	630.00	22,050.00
ROBERT HIRSH	BR, 1998 (NY & NJ)	13.90	600.00	8,340.00
DEANNE M. OTTAVIANO		3.30	555.00	1,831.50
GEORGE P. ANGELICH	BR, 2000 (PA), 2003 (DC), 2005 (NY)	.30	480.00	144.00
<b>ASSOCIATES</b>				
HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)	71.30	500.00	35,650.00
JEFFREY VANACORE	BR, 2001 (CO), 2003 (NY & NJ)	54.10	500.00	27,050.00
NICHOLAS PAVLIDIS	LDR	17.60	410.00	7,216.00
RONNI N. ARNOLD		12.60	385.00	4,851.00
DAVID J. KOZLOWSKI	BR, 2007 (NY)	11.40	380.00	4,332.00
JORDANA RENERT		17.90	330.00	5,907.00
<b>PARAPROFESSIONALS</b>				
LISA INDELICATO	BR	1.90	265.00	503.50
NOVA A. CONSTANTINO		12.10	265.00	3,206.50
CHAVAH S. GULLY		2.70	245.00	661.50
		255.10		122,461.00

Blended Rate: 480.05

BF: Banking and Finance  
BR: Bankruptcy and Reorganization  
CORP: Corporate  
EMPL: Employment Law  
HEALTH: Health Law  
INTL: International Law  
LDR: Litigation Dispute Resolution  
RE: Real Estate

031102 BH S&B Holdings LLC, et al Official Comm  
30 NOVEMBER 2009

Invoice Number 1223498  
Page 34

CURRENT CHARGES FOR ALL MATTERS	1,947.02
CURRENT FEES FOR ALL MATTERS	122,461.00
TOTAL AMOUNT OF THIS INVOICE	\$124,408.02

**ARENT FOX LLP**

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

BH S&B Holdings LLC, et al Official Committee of Unsecured  
Committee

Invoice Number 1223498  
Invoice Date 11/30/09  
Client Number 031102

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**- - REMITTANCE COPY - -**  
**PLEASE SEND WITH CHECK**

**TOTAL AMOUNT OF THIS INVOICE**

**\$124,408.02**

**PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:**

Arent Fox LLP  
P.O. Box 758670  
Baltimore, Maryland 21275

**WIRING INSTRUCTIONS (if applicable):**

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031102  
Client Name BH S&B Holdings LLC, et al Official Committee of Un  
Invoice Number 1223498

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.